

COMPANIES ACT 2006

RECORD OF DECISION OF THE SOLE MEMBER OF

GLENSIDE MANOR HEALTHCARE SERVICES LIMITED

COMPANY NUMBER: 04678337 (THE "COMPANY")

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

(DECISION TAKEN ON 1 MAY 2019 AT 3.05 AM/PM)

Pursuant to section 357(2) of the Companies Act 2006, this is a record of the following decision taken by the sole member of the Company on 1 MAY 2019 at 3.05 ~~am~~pm, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting as a special resolution of the Company:

SPECIAL RESOLUTION

That, in accordance with section 21 of the Companies Act 2006, the Company's articles of association are amended as follows:

- (a) By inserting the following new paragraph into the existing Article 1 to be numbered 1(d):

"1(d). A Director means a Director that can be appointed pursuant to Article 15A."
- (b) By deleting Article 16(a) and replacing it with the following:

"16(a). Decisions of the Directors may be taken at a Directors' meeting or in the form of a Directors' written resolution."
- (c) By deleting Article 16(b) and replacing it with the following:

"16(b). Subject to the Articles, each Director participating in a Directors' meeting has one vote."
- (d) By inserting the following new paragraph into the existing Article 16 to be number 16(c):

"16(c). Subject to the Articles, a decision is taken at a quorate Directors' meeting by a majority of the votes of the participating Directors."
- (e) By inserting the following new paragraph into the existing Article 16 to be number 16(d):

"16(d). A proposed Directors' written resolution is adopted when a majority of the Directors who would have been entitled to vote on the resolution at a Directors' meeting have signed one or more copies of it, provided that those Directors would have formed a quorum at such a meeting in accordance with Article 16(f)."
- (f) By inserting the following new paragraph into the existing Article 16 to be number 16(e):

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"16(e). If:

- (a) the Company has only one Director; and
- (b) no provision of the Articles requires it to have more than one Director,

Article 16(c) does not apply, and the Director may take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making."

- (b) By inserting the following new paragraph into the existing Article 16 to be number 16(f):

"16(f). If there is only one Director, the quorum for meetings of the Directors will be one. If there are two or more Directors, the quorum for meetings of the Directors will be two, one of whom must be an A Director."

- (i) By inserting a new Article 16A (Execution of documents) as follows:

"16A. If there are two or more Directors, any document or notice to be signed, issued, entered into and/or executed and delivered by the Company must be signed by at least two Directors."

- (j) By inserting the following new paragraph into the existing Article 15 to be numbered 15(e):

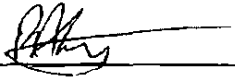
"15(e). notice of his removal is given in accordance with Article 15A."

- (k) By inserting a new Article 15A (Appointment and removal of directors by majority shareholders) as follows:

"15A. Any Member holding, or any Members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the Company as carries the right of attending and voting at general meetings of the Company may, by notice in writing signed by or on behalf of him or them and delivered to the Company's registered office or tendered at a meeting of the Directors or at a general meeting of the company, at any time and from time to time appoint any person to be a Director (either to fill a vacancy or as an additional director) or remove any Director from office (no matter how he was appointed)."

- (l) By deleting Article 7(b), (d) and (e),

and amending all following numbering as appropriate.

Signed:  Date: 1 MAY 2019

At: 3.05 ~~am~~/pm

Signed: _____ Date: _____

At: _____ am/pm

**For and on behalf of
Glenside Care Group Limited as sole shareholder of the Company**

Signed: _____ Date: _____

At: _____ am/pm

Signed: CB Richards Date: 1 MAY 2019

At: 3.05 ~~am~~/pm

**For and on behalf of
Glenside Care Group Limited as sole shareholder of the Company**