

**South Bucks Senior Care Ltd**

**Director's Written Resolutions**

I, the undersigned, being the director of the company:

**1. Declaration of Interest**

It was noted that the director has declared the nature and extent of their interest in the matters under discussion at the meeting as recorded in paragraph 3 and it was noted that the company's Articles of Association allow the director to count in the quorum and vote at the meeting notwithstanding such interest.

**2. Resolution Passed by the Members**

2.1 It was noted that the following resolutions had been duly passed in writing by eligible member.

1. That pursuant to Paragraph 47(3)(b) of Schedule 4 of the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, the director be and is hereby permitted to exercise his power under Section 175 of the Companies Act 2006 to authorise directors' conflicts of interest;
2. That company's share capital of £10 issued as 5 Ordinary A shares of £1.00 and 5 Ordinary B shares of £1.00 each be and are re-designated as 5 Ordinary C shares of £1.00 each and as 5 Ordinary D shares of £1.00 each and there be attached to the re-designated shares the following rights:

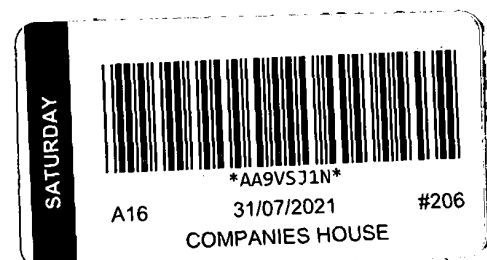
Voting Rights: Each share is entitled to one vote in any circumstances. Each share is entitled pari passu to dividends payments or any other distribution. Each share is entitled pari passu to participate in a distribution arising from a winding up of the company.

**3. New Share Certificates and Register of Members**

It was resolved that:

- (a) the members be asked to surrender the share certificates for the Ordinary A and B shares of £1 each held by them prior to the re-designation;
- (b) the share certificates company's share capital of £10 issued as 5 Ordinary A shares of £1.00 and 5 Ordinary B shares of £1.00 each be and are re-designated as 5 Ordinary C shares of £1.00 each and as 5 Ordinary D shares of £1.00 each be and are prepared, executed and issued to the members; and
- (c) the appropriate entries be and are made in the Register of Members to reflect the re-designation of the shares.

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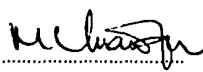


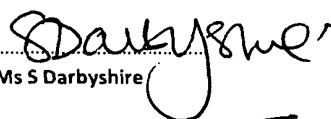
4. Filing

It was resolved that the following filings be made at Companies House:

- (a) the written resolutions passed by the members;
- (b) Form SH08 giving notice of the name or other designation of class of shares; and
- (c) Form SH10 giving notice of particulars of variation of rights attached to the shares.

Dated: 27 January 2021

Signed:   
Mr M Lawson

Signed:   
Ms S Darbyshire

