

04038631

WRITTEN RESOLUTION OF

**MHA CARE GROUP
(THE "COMPANY")
Company Number: 4038631**

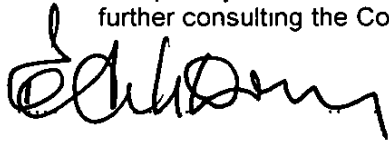
The following resolutions were passed as special written resolutions of the Company, in accordance with article 49 of the articles of association of the Company on 3 September 2011

Special Resolutions

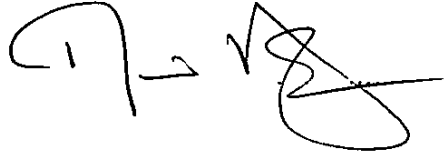
1 That

- a pursuant to section 53 of the Industrial and Provident Societies Act 1965 (**IPSA 1965**) the Company be converted from a company limited by guarantee registered under the Companies Act 2006 to an industrial and provident society (**IPS**) registered under IPSA 1965 (the **Conversion**),
- b from the date on which the Conversion takes effect, the members of the IPS shall be the persons who were members of the Company immediately before the Conversion took effect, each of whom shall be entered on the share register of the IPS with one share of £1 each,
- c the rules of the IPS (the **Rules**) shall be those annexed to this resolution, and
- d the following three members of the Company Keith Salsbury, Shelagh Morgan and Brian Coldwell together with the secretary of the Company shall sign the Rules and the said members together with the secretary of the Company are authorised to accept any alterations made by the Financial Services Authority therein without further consulting the Company

Signed
Chair



Signed
Secretary



MONDAY



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COMPANIES HOUSE