

InHealth Facilities Management Limited
(the "Company")
Company Number 03381546

**Minutes of the Meeting of the Board of Directors of the Company held at Beechwood Hall,
Kingsmead Road, High Wycombe, Buckinghamshire, HP11 1JL on 31 January 2019**

Present:

Alice Cummings
Richard Bradford (Chairman)

1. Notice and Quorum

The Chairman reported that each Director had been given proper notice of the meeting and of the business to be transacted. The Chairman noted that a quorum was present and declared the meeting open.

2. Declaration of interest

2.1 Each Director noted the need to disclose:

- a) any situation in which they could have a direct or indirect interest (or duty) that conflicts, or possibly may conflict, with the interests of (or their duties to) the Company, with a view to determining with the Board of Directors of the Company how the situation should be dealt with (to the extent such situation had not previously been duly declared and authorised, where required); and
- b) the nature and extent of any direct or indirect interest they have in a proposed (or existing) transaction or arrangement with the Company (to the extent such interest had not previously been declared, where required),

whether as a result of any of the matters to be considered at the meeting or any other matter.

2.2 Accordingly the Directors declared the nature and extent of their interest in the matters to be considered at the meeting in accordance with the requirements of Section 175 and 177 of the Companies Act 2006 (the "Act") and the Company's Articles of Association (the "Articles").

2.3 The Chairman noted that there were no disclosures made at the meeting in relation to direct or indirect interests as noted above.

3. Purpose of the meeting

The Chairman reported that the purpose of the meeting was to consider whether the Company could benefit from an audit exemption pursuant to Section 479A of the Companies Act 2006, relating to subsidiary companies. The Chairman confirmed that the Company qualified for an audit exemption under the Act if it obtained a parent undertaking guarantee under section 479C of the Act (the "Guarantee") in respect of the year ended 30 September 2018. The Chairman noted that the Guarantee had been obtained by the parent undertaking, InHealth Group Limited, and, accordingly, Form AA06, being a Statement of Guarantee by a Parent Undertaking of a Subsidiary Company, was presented at the meeting for consideration.

4. Documents produced to the meeting

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4.1 The following documents were produced to the meeting:

- a) Section 479A of the Companies Act 2006;
- b) Section 479C of the Companies Act 2006; and
- c) Draft Form AA06

(together the "Documents").

5. Resolutions

Following consideration of the Documents and the matters referred to in section 172(1) of the Act, IT WAS RESOLVED that:

- a) the Company satisfied the requirements under Section 479A of the Act, namely that it was a subsidiary company and had obtained a parent undertaking guarantee from InHealth Group Limited for the year ended 30 September 2018. Therefore, the Company could benefit from an audit exemption;
- b) the Company would not undertake an audit for the year ended 30 September 2018 and the Company's auditors were to be notified accordingly; and
- c) any Director be and is authorised to sign any document on behalf of the Company in relation to the purpose of the meeting and in doing so to agree and approve any amendments made to any document after the holding of this meeting.

6. Filing

The Chairman noted to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

7. Close

There being no further business, the Chairman closed the meeting.


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Chairman