

**Minutes of an Annual General Meeting held at Wagner Hall, Regency St, Brighton
On Wednesday 1st March 2017 from 6.45pm –8:00pm**

Papers were circulated to all shareholders prior to the meeting.

Present – Members

Jan Austera (Chair)	Sarah Bartholomew	Natalie Blunt
Mark Cannon	Peter Devlin	Kerry Few
Andy Foreman	Paul Forsdick	Carla Gilfoyle
Nina Graham	Gill Howson	Briony Jefferies
Tina Livingstone	Paul Macauley	Zoe Nicholson
Jon Ota	Manish Sikdar	Carmen Richardson
Matthew Riley	Susie Rockwell	Zoe Schaedel
Jonathan Serjeant	James Smith	Gary Toyne
Jaivir Pall		

Present – Shareholder Applicants

Jaivir Pall	Natasha Page
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In Attendance

Peter Hedgethorpe (Feist Hedgethorpe Ltd)

1/16 Chair's Welcome

The Chair opened the meeting and welcomed all attendees.

2/16 Quorum

The Chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chair declared the meeting open.

3/16 Proxy Votes

The following proxy votes (all in favour of all resolutions) were noted by the Chair:

Helen Curr	Phoebe Munson	Michelle Eades
Lindsay Coleman	Marion Rowkins	Dennise Warne

4/16 Approval of Last Year's Minutes

Shareholders present confirmed the minutes were a true representation of the previous year's AGM.

5/16 Declaration of Interests

No shareholder present advised that they had an interest, direct or indirect, in any way in the business to be discussed at the meeting which they were required by their Articles of Association of the Company or by Section 317 of the Companies Act 2006 to disclose.

6/16 Ordinary Resolution for the Re-appointment of Feist Hedgethorpe Limited as the Companies Auditors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: Feist Hedgethorpe as the Companies Auditors

There was a unanimous vote in support of this resolution, including all proxy votes. Shareholder applicants did not vote.

7/16 Special Resolution for Share Issue

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to issue Class A shares as detailed in Attachment A to the resolution.

There was produced to the meeting applications by the persons listed below for the allotment to them of the numbers of shares in the capital of the Company, accompanied by cheques for the subscription monies due.

There was a unanimous vote in support of this resolution, including all proxy votes. Shareholder applicants did not vote.

8/16 Special Resolution for Share Buy Back

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to buy back Class A shares as detailed in Attachment A to the resolution.

There was a unanimous vote in support of this resolution, including all proxy votes.

9/16 Ordinary Resolution for the Retirement and Re-appointment of the Non Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non -Executive Director of Care Unbound Ltd, trading as Here:

Dr Craig Milne

There was a unanimous vote in support of this resolution, including all proxy votes

10/16 Ordinary Resolution for the Re-appointment of the Non Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non -Executive Director of Care Unbound Ltd:

Mr Matthew Riley

There was a unanimous vote in support of this resolution, including all proxy votes

11/16 Ordinary Resolution for the Re-appointment of the Non- Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non- Executive Director of Care Unbound Ltd:

Dr Jan Austeria

There was a unanimous vote in support of this resolution, including all proxy votes

12/16 Ordinary Resolution for the Re-appointment of the Non- Executive Directors

There was produced to the meeting a written resolution of the Company in general meeting prepared in accordance with section 288 of the Companies Act 2006. It was noted that the written resolution resolved to consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution; to re-appoint: as Non- Executive Director of Care Unbound Ltd:

Mrs Lindsay Coleman

There was a unanimous vote in support of this resolution, including all proxy votes.

13/16 Finance Reports for 2015/16

- [Here Financial Report](#)
- [Here Audited Accounts](#)

The Here Financial Report and Audited Accounts were presented to the meeting by Executive Director, Zoe Nicholson, this gave members:

- An overview of financial health of the organisation
- A narrative around the financial performance, contribution and direct costs of individual services.
- The principles around the financial decisions and choices made at Here which included:
 - spreading the corporate overheads over a broad range of services to provide stability;
 - keeping overheads low and proportional;
 - enabling as much of the income to go to our partners
 - supporting primary care to do work without Here taking too much of the finance.

14/16 Annual Report

The Annual Report was presented by Zoe Nicholson, Chief Executive Officer. The report outlined 'A year of being Here' in 2015/16 showing some of the work that we have been doing in support of our purpose. Break out discussion groups focused on four key headings from the report asked the questions:

- "What have been our learnings from our work in this last year?"
- "What do we need to give our attention to in the coming year?"

The results from this session will be published to all shareholders and will be shared with the Enabling Team and Board as part of the strategic business planning process of the organisation

16 /16 Any Other Business

There was no other business and the meeting closed at 8:00pm.

Signed:



Name: Jan Austeria
Date: 19.03.2018

I agree the above as an accurate record of the meeting held.