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**Minutes of an Annual General Meeting held at 1st County Cricket Ground, Hove
On Wednesday 6th March 2019 from 6.30pm –8:30pm**

Prior to the meeting papers were circulated to all Here shareholders plus those shareholder applicants who had advised that they would attend. The Finance Update was tabled at the meeting.

Present – Members

Lindsay Coleman (Chair)	Peter Devlin (Chief Executive)	Natalie Blunt
Mark Cannon	Jenny Catling	Kirsty Coates
Kerry Few	Nina Graham	Simon Hincks
Johan Holte	Sarah James	Briony Jefferies
Sarah Mckellen	Denise McSween	Kerry McNabb
Cam Mester	Craig Milne (NED)	Una Nicholson
Jon Ota	Jim Rehill	Chris Sutton
Carmen Richardson	Matthew Riley (NED)	Pete Strong
Jonathan Serjeant	Mel Teulet	Jason Willcox

Present – Shareholder Applicants

Paul Rice

Present – attendees

Peter Hedgethorpe (Auditors)

1. Chair's Welcome

The Chair opened the meeting and welcomed all attendees to the meeting.

2. Quorum

The Chair reported that due notice of the meeting had been given and that a quorum was present. New applicants who had joined the meeting were advised not to vote until after the share issue resolution.

3. Proxy Votes

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

Zoe Nicholson	Helen Curr	Chris Fraser
Sam Horwill	Marion Mine	Andy Foreman
Naomi Eades-Cornall	Danny Leach	Jimmy Smith
Stuart Adamson		

4. Approval of Last Year's Minutes

The minutes were confirmed as a true representation of the previous year's AGM.

5. 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. Annual Accounts and Finance Update

The Chair introduced Chris Sutton (Finance Director) to speak on behalf of the Board and present the 2017/18 Annual Accounts and Finance Report to the meeting, this gave members:

- An overview of financial health of the organisation
- A narrative around the financial performance, contribution and direct costs of individual services.
- An understanding of the emphasis and challenges for the business for 2018/19.

7. 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. Two additional applications were highlighted at the meeting (C Hart & D Ersu).

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

8/17 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.

8. 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.

9. 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, trading as Here:

Dr Craig Milne

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

10. 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. Shareholder applicants did not vote.

11. 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. Shareholder applicants did not vote.

12. Any Other Business

There was no other business and the business aspect of the meeting closed at 7:30 pm.

13. The year past, the year ahead

There was a well-received screening of the Care Unbound video presentation celebrating our achievements in 2018 and looking ahead to 2019. The meeting held discussions on the topics raised in the presentation.

Signed:



Name:

Lindsay Coleman

Date:

13/3/2019

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