

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

HSF health plan LTD (the "Company")

Company Number: 30869

PRIVATE COMPANY LIMITED BY GUARENTEE

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at 24 UPPER GROUND, LONDON SE1 9PD on Thursday 9 May 2019, the following resolution was unanimously duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

1. Non-Executive Directors to serve maximum of three consecutive three year terms:
The Articles of Association need to be amended by an addition to Article 4 (ii) (a) shown below in italics:

Non-Executive Directors elected from June 2019 onwards shall be allowed to serve for a maximum of three consecutive three-year terms (i.e. nine years) before taking at least a minimum one-year break from serving on the Board.

2. Change Memorandum of the company to Articles of Association of the company
The Articles of Association need to be amended by change of wording to Article 5 as shown below in italics:

The Board shall perform such duties and exercise such powers as are contained in the Articles of the Association for the company.

3. Permit Electronic Meetings. The Articles of Association need to be amended by an addition to Article 6, shown below in italics:

The Board may meet for the despatch of business, adjourn and regulate its proceedings, and determine the quorum necessary for the transaction of business, as it shall think fit, or the Association shall direct. Unless and until otherwise determined, such quorum shall not be less than four Directors present, at least two and not more than three of whom must be Non-Executive Directors. For the purposes of ensuring the validity of a meeting and for calculating its quorum, all or any of the Board members shall be considered to be present if they are taking part in the meeting electronically but from a remote location.

Managing Director - Paul Clare Signed

Paul Clare

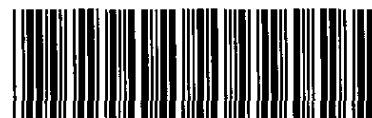
Dated 20.05.19.

Chief Executive - Paul Jackson Signed

Paul Jackson

Dated 20/5/19

THURSDAY



A863EBH0

A14

23/05/2019

#155

COMPANIES HOUSE

Agenda Item 7 – Special Resolution

Please note in accordance with The Companies Act 2006, item 7 must meet the requirements of a Special Resolution (requires at least 75% of the votes cast, in favour of it, in order to pass).

Proposed Amendments to HSF Health Plan Board Articles of Association.

The following amendments to the Articles of Association for HSF Health Plan are proposed:

1. Non-Executive Directors to serve maximum of three consecutive three year terms:

The Articles of Association need to be amended by an addition to Article 4 (ii) (a) shown below in italics:

The Board shall consist of not more than eleven Directors comprising no more than three Executive Directors (ex-officio) of the company and not more than five Non-Executive Directors (who shall also be Non-Executive Directors of The Hospital Saturday Fund). Four of these shall be nominated by The Hospital Saturday Fund and one shall always be the Chairman of the Association, and not more than three independent Non-Executive Directors who shall be elected by the Board of HSF health plan Limited. The appointment of the independent Non-Executive Directors will be confirmed at the next Annual General Meeting following their appointment.

Non-Executive Directors elected from June 2019 onwards shall be allowed to serve for a maximum of three consecutive three-year terms (i.e. nine years) before taking at least a minimum one-year break from serving on the Board.

2. Change Memorandum of the company to Articles Of Association of the company

The Articles of Association need to be amended by change of wording to Article 5 as shown below:

The Board shall perform such duties and exercise such powers as are contained in the Articles of the Association for the company. In particular but without prejudice to the generality of the foregoing provisions (but subject in every case to such directions as the Member shall from time to time give to the Board) the Board shall:-

3. To Permit Electronic Meetings

The Articles of Association need to be amended by an addition to Article 6, shown below in italics:

The Board may meet for the despatch of business, adjourn and regulate its proceedings, and determine the quorum necessary for the transaction of business, as it shall think fit, or the Association shall direct. Unless and until otherwise determined, such quorum shall not be less than four Directors present, at least two and not more than three of whom must be Non-Executive Directors. For the purposes of ensuring the validity of a meeting and for calculating its quorum, all or any of the Board members shall be considered to be present if they are taking part in the meeting electronically but from a remote location.