

**PROSPECT HEALTHCARE (HAIRMYRES) LIMITED**  
**(the "Company")**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
**HELD BY HAIRMYRES HOSPITAL**  
**ON 25 MARCH 2020**

**PRESENT:**

Jeff Thornton  
Christopher James  
David Brooking

1. **CHAIRMAN**

**IT WAS RESOLVED** that Mr Thornton be appointed Chairman of the meeting.

2. **QUORUM AND NOTICE**

The Chairman declared that a quorum was present and that due notice had been given to all of the directors entitled to receive notice.

3. **DIRECTORS' INTERESTS**

In accordance with Section 317 of the Companies Act 1985 (the "**Act**") and the articles of association of the Company (the "**Articles**"), the directors declared their interests (if any) in the matters to be discussed at the meeting.

4. **PURPOSE OF THE MEETING**

- 4.1 The Chairman referred to a previous meeting of the board dated 20 August 2004 at which the board had approved certain steps in connection with the implementation of the Cash Extraction (as defined therein). Unless the context otherwise requires, definitions used therein shall have the same meaning in these minutes.
- 4.2 The Chairman reported that the Company had received (or would receive) a dividend from ResourcesCo in the amount of 257,615 (the "**ResourcesCo Dividend**").
- 4.3 The Chairman explained that the meeting had been convened in order to consider and, if thought fit, pay an interim dividend to HoldCo in the amount of £257,615 (the "**Dividend**").



5. **APPROVAL OF THE DIVIDEND**

5.1 After due and careful consideration and believing such to be in the best interests of the Company and the Group, **IT WAS RESOLVED** that, subject to and conditional upon receipt of the ResourcesCo Dividend:

5.1.1 the declaration and payment of the Dividend be approved;

5.1.2 the Dividend be paid to HoldCo on 31 March 2020; and

5.1.3 any of the directors and/or the secretary of the Company (as applicable) be and are hereby authorised by and on behalf of the Company to carry out all such acts and things as may be required or otherwise regarded by him or them as necessary or desirable in connection with the declaration and payment of the Dividend.

6. **CLOSE OF MEETING**

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

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Chairman

**PROSPECT HEALTHCARE (HAIRMYRES) HOLDINGS LIMITED**  
**(the "Company")**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
**HELD AT HAIRMYRES HOSPITAL**  
**ON 25 MARCH 2020**

**PRESENT:**

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Jeff Thornton  
Christopher James  
David Brooking

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1. **CHAIRMAN**

**IT WAS RESOLVED** that Mr Thornton be appointed Chairman of the meeting.

2. **QUORUM AND NOTICE**

The Chairman declared that a quorum was present and that due notice had been given to all of the directors entitled to receive notice.

3. **DIRECTORS' INTERESTS**

In accordance with Section 317 of the Companies Act 1985 (the "**Act**") and the articles of association of the Company (the "**Articles**"), the directors declared their interests (if any) in the matters to be discussed at the meeting.

4. **PURPOSE OF THE MEETING**

- 4.1 The Chairman referred to a previous meeting of the board dated 20 August 2004 at which the board had approved certain steps in connection with the implementation of the Cash Extraction (as defined therein). Unless the context otherwise requires, definitions used therein shall have the same meaning in these minutes.
- 4.2 The Chairman reported that the Company had received (or would receive) a dividend from ProjectCo in the amount of £257,615 (the "**ProjectCo Dividend**").
- 4.3 The Chairman explained that the meeting had been convened in order to consider and, if thought fit, pay an interim dividend to GroupCo in the amount of £257,615 (the "**Dividend**").

5. **APPROVAL OF THE DIVIDEND**

5.1 After due and careful consideration and believing such to be in the best interests of the Company and the Group, **IT WAS RESOLVED** that, subject to and conditional upon receipt of the ProjectCo Dividend:

5.1.1 the declaration and payment of the Dividend be approved;

5.1.2 the Dividend be paid to GroupCo on 31 March 2020; and

5.1.3 any of the directors and/or the secretary of the Company (as applicable) be and are hereby authorised by and on behalf of the Company to carry out all such acts and things as may be required or otherwise regarded by him or them as necessary or desirable in connection with the declaration and payment of the Dividend.

6. **CLOSE OF MEETING**

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

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Chairman

**PROSPECT HEALTHCARE (HAIRMYRES) GROUP LIMITED**  
**(the "Company")**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
**HELD AT HAIRMYRES HOSPITAL**  
**ON 25 MARCH 2020**

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**PRESENT:** Jeff Thornton  
Christopher James  
David Brooking

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1. **CHAIRMAN**

**IT WAS RESOLVED** that Mr Thornton be appointed Chairman of the meeting.

2. **QUORUM AND NOTICE**

The Chairman declared that a quorum was present and that due notice had been given to all of the directors entitled to receive notice.

3. **DIRECTORS' INTERESTS**

In accordance with Section 317 of the Companies Act 1985 (the "**Act**") and the articles of association of the Company (the "**Articles**"), the directors declared their interests (if any) in the matters to be discussed at the meeting.

4. **PURPOSE OF THE MEETING**

- 4.1 The Chairman referred to a previous meeting of the board dated 20 August 2004 at which the board had approved certain steps in connection with the implementation of the Cash Extraction (as defined therein). Unless the context otherwise requires, definitions used therein shall have the same meaning in these minutes. The Chairman reminded those present that as part of the Cash Extraction, the Company owed money to ResourcesCo pursuant to the On-Loan Deed and had entered into the Facility Agreement to enable the Company to fulfil its obligations to pay interest and principal on the Loan.
- 4.2 The meeting had been convened in order to consider and, if thought fit, approve the repayment by the Company of outstanding interest of £318,043 owing under the On-Loan Deed (the "**Interest**") for the months of January, February and March 2020 by the payment of such amount to ResourcesCo in satisfaction of the Interest (the "**Interest Payment**"). The meeting had also been convened to consider and, if thought fit, approve the surrendering of the Company's tax losses arising in respect of the Interest Payment made to ResourcesCo in return for a payment of £60,428.

5. **APPROVALS**

5.1 After due and careful consideration and believing such to be in the best interests of the Company, **IT WAS RESOLVED** that:

- 5.1.1 the Interest Payment be approved and to be paid on 31 March 2020; ..
- 5.1.2 the resulting tax loss be surrendered to ResourcesCo on 31 March 2020; and
- 5.1.3 any of the directors and/or the company secretary (as applicable) be authorised by and on behalf of the Company to execute and deliver any documents and carry out all such acts as may be required or otherwise regarded by him or them as necessary, appropriate or desirable in connection with the Interest Payment.

6. **CLOSE OF MEETING**

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

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**Chairman**