

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

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
HELD AT HAIRMYRES HOSPITAL
ON 30 SEPTEMBER 2021

PRESENT: Jeff Thornton (Chairman)
Christopher James
David Brooking

1. **APOLOGIES**

None

2. **QUORUM AND NOTICE**

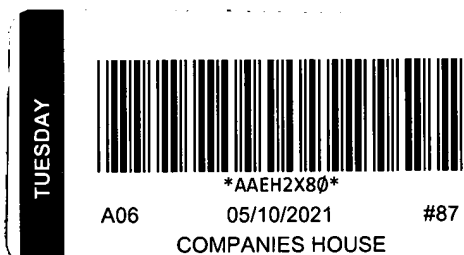
The Chairman declared that a quorum was present and that due notice had been given to all of the directors entitled to receive notice.

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. 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 for consideration and, if thought appropriate, a written resolution of ResourcesCo (the "**Written Resolution**") to approve a reduction of capital of ResourcesCo (the "**Reduction**") on the terms set out therein. Upon the Reduction, the Company would receive from ResourcesCo a dividend in the amount of £160,108 (the "**Second ResourcesCo Dividend**").
- 4.3 The Chairman explained that the meeting had been convened in order to consider and, if thought fit, approve the Reduction and pay an interim dividend to HoldCo in the amount of £160,108 (the "**Second Dividend**").



5. THE FIRST DIVIDEND

- 5.1 The Chairman reminded the directors that in approving the Dividend, the directors had referred to the Dividend Accounts in order to justify the Dividend as being out of profits available for the purpose in accordance with sections 263 and 270 of the Act.
- 5.2 After due and careful consideration and believing such to be in the best interests of the Company, the directors agreed that the Dividend Accounts should again constitute the relevant accounts for the purposes of the Act to justify the First Dividend as being out of profits available for the purpose.
- 5.3 It was noted that the Dividend Accounts did not take into account the ResourcesCo Dividend, the Dividend, or the Second ResourcesCo Dividend.
- 5.4 The directors then gave careful consideration to the detail of the Dividend Accounts and, in particular, in accordance with section 270(2) of the Act, the following items:
- 5.4.1 profits, losses, assets and liabilities;
 - 5.4.2 provisions of any of the kinds mentioned in paragraphs 88 & 89 of Schedule 4 to the Act; and
 - 5.4.3 share capital and reserves (including undistributable reserves).
- 5.5 After due and careful consideration, the directors of the Company agreed that the Dividend Accounts enabled them to make a reasonable judgement as to the aforementioned matters and that, therefore, the Dividend Accounts should be initialled by the directors for the purposes of identification.
- 5.6 It was noted that the Dividend Accounts disclosed distributable reserves as at 31 August 2021 of £3,257,000.
- 5.7 The Chairman then reminded the meeting that such distributable reserves:
- 5.7.1 had been increased by the amount of the ResourcesCo Dividend but decreased by the same amount by the Dividend, such that the overall position on the distributable reserves was neutral; and
 - 5.7.2 had been (or would be) increased by the amount of the Second ResourcesCo Dividend, being £160,108, paid (or to be paid) by ResourcesCo to the Company.
- 5.8 The directors concluded that, taking into account these additional payments, the Dividend Accounts disclosed sufficient distributable reserves as at 30 September 2021 in accordance with section 263 of the Act, to declare and pay the Second Dividend.
- 5.9 It was further agreed that the Company had not incurred any material losses nor were there any facts or matters since the date to which the Dividend Accounts were made which would prevent there being sufficient profits available for distribution in accordance with section 263 of the Act, in order to declare the Second Dividend.

- 5.10 After due and careful consideration and taking all such matters into account, the directors concluded that the Company was and, after payment of the Second Dividend would be, in a position to meet its debts as they fell due (within the meaning of section 123 of the Insolvency Act 1986) and that it was, in the circumstances, reasonable and prudent to pay the Second Dividend to HoldCo.

6. **APPROVALS**

- 6.1 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 Second ResourcesCo Dividend:

- 6.1.1 the Reduction be approved to take place on 30 September 2021;
- 6.1.2 the declaration and payment of the Second Dividend be approved;
- 6.1.3 the Second Dividend be paid to HoldCo to take place on 30 September 2021; and
- 6.1.4 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 sign the Written Resolution and 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 Reduction and/or the payment of the Second Dividend.

7. **FURTHER ASSURANCE**

- 7.1 **IT WAS RESOLVED** that:

- 7.1.1 any director or the company secretary (or in the case of any act required to be done as a deed or requiring two persons, any two directors or a director and the company secretary) be authorised to take any and all other action on behalf of the Company or otherwise to execute and deliver in the name and on behalf of the Company or otherwise all documents or instruments as he or she may deem to be necessary, appropriate or desirable in order to give effect to any of the resolutions passed at the meeting or otherwise facilitate the Reduction and/or the Second Dividend; and
- 7.1.2 to the extent that any such acts have already been carried out by any of the directors or the company secretary, such matters be authorised and ratified.

8. **CLOSE OF MEETING**

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



Chairman