

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF WRITTEN RESOLUTION

of

ELYSIUM HEALTHCARE LIMITED

Company Number: 04063391

(the "Company")

FRIDAY



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27/01/2017
COMPANIES HOUSE

Notice is hereby given that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on 20 January 2017 the following special resolution was passed by the sole shareholder of the Company by way of written resolution

"THAT

1 the Articles of Association of the Company be amended as follows

- (a) Article 3 be amended by the insertion of the following wording after the words "whether or not it is a fully paid share"

"Notwithstanding anything contained in these Articles

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to, and

- (b) the Directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer

- (c) is in favour of any bank or financial institution or other person to whom such shares have been charged by way of security, whether such bank, financial institution or other person is acting as agent, trustee or otherwise (a "**Secured Party**") to whom such shares are being transferred by way of security or any nominee of a Secured Party, or

- (d) duly executed by a Secured Party or its nominee to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred pursuant to a power of sale under any security document which creates any security interest over such shares, or

- (e) duly executed by a receiver appointed by a Secured Party or its nominee pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such Secured Party of its nominee or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts "

- (b) Article 4 be amended by the insertion of the following words after the words "due and payable until it is paid "

"Notwithstanding anything contained in these articles, any share that has been charged by way of security (a "**Secured Share**") shall be exempt from any present or future lien in favour of the Company that would otherwise have arisen under these articles and the Company shall not assert any lien against the Secured Share whilst it remains subject to a security interest from any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "**Secured Institution**") or has been transferred to any third party by any Secured Institution and for the avoidance of doubt, Regulation 8 of Table A shall not apply to any Secured Share "

- (c) Article 8 be amended by the insertion of the following wording after the words "willingness to be appointed "

"Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting when

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

If all Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is "



Director

Elysium Healthcare Limited

Date 20 January 2017