

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARE MANAGEMENT GROUP (ACQUISITION) LIMITED (the "Company")

On *8 December 2015* the following resolution was duly passed as a written resolution of the Company having effect, in the case of a special resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 by the relevant majority of the eligible members of the Company who, at the date of circulation of the resolution were entitled to vote on the resolution -

SPECIAL RESOLUTION

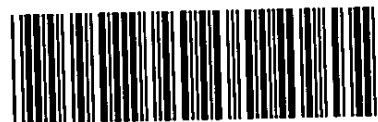
- 1 THAT the articles of association (the "**Articles**") attached to this Resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Signed



Director/Secretary

FRIDAY



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18/12/2015

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COMPANIES HOUSE

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
CARE MANAGEMENT GROUP (ACQUISITION) LIMITED

Adopted by a Special Resolution passed on 8 ^{December}~~November~~ 2015

PRELIMINARY

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded

Regulations 8, 24 and 73 to 80 inclusive, of Table A shall not apply to the Company

- 2 The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

SHARES

- 3 The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each

- 4 The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) The general authority conferred by this Article shall -

4 1 extend to all relevant securities of the Company created but unissued at the date of these Articles,

4 2 expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting, and

4 3 entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof

- 5 Subject to and without prejudice to the generality of the provisions of Article 4 any shares unissued at the date of the adoption of this Article and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount

- 6 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company
- 7 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one or two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon
- 7A The Directors (or Director if there is only) one of the Company may not exercise their right of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution

CALLS ON SHARES

- 8 The following sentence shall be added to the end of regulation 15 of Table A "such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment"

TRANSFER OF SHARES

- 9 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share
- 9A The directors shall not decline to register, nor suspend registration of any transfer of shares where such transfer is -
- a) in favour of any bank or institution (or any nominee or nominees of such a bank or institution) to whom such shares are being transferred by way of security, or
 - b) duly executed by any such bank or institution (or any such nominee or nominees to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) shall have been transferred as aforesaid, pursuant to the power of sale under such security,

and a certificate by an official of such bank or institution that the shares are or are to be subject to such security and the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts

TRANSMISSION OF SHARES

- 10 A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly

PROCEEDINGS AT GENERAL MEETINGS

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- 11 If and so long as the Company has only one member, the quorum for a General Meeting shall be one Regulation 40 of Table A shall be modified accordingly
 - 12 There shall be added to the last sentence of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum
 - 13 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote Regulation 46 of Table A shall be modified accordingly

VOTES OF MEMBERS

- 14 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly

DIRECTORS

- 15 The number of Directors shall not be less than one If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A Regulations 64 and 89 of Table A shall be modified accordingly
- 16 The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 17 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded
- 18 The Directors shall not be liable to retire by rotation
- 19 A Director shall not be required to hold any share qualification
- 20 Unless otherwise restricted by these Articles, all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting

POWERS AND DUTIES OF DIRECTORS

- 21 Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration Regulations 94 and 95 of Table A shall be modified accordingly

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

- 22 Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed

Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall take effect upon lodgement at the registered office