

THE COMPANIES ACT 2006
COMPANY NUMBER: 06907366
WRITTEN RESOLUTION
OF
FAIRVIEW HEALTH LIMITED
("the Company")

SATURDAY




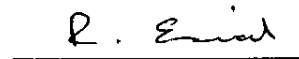
We, the undersigned, holding the requisite number of issued shares for the passing of an ordinary resolution of the Company and entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as ordinary resolutions and agree that the said resolutions shall, pursuant to Sections 282 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

IT IS RESOLVED:

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 and paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860):
 - a) the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted; and
 - b) the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006, this authority being in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006; and
2. THAT, upon the recommendation of the directors, the sum of £100, being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the holders of the Ordinary Shares in the capital of the Company as appearing in the register of members on the date hereof and that the directors be authorised and directed to apply such sum in paying up in full 100 Ordinary Shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the Ordinary Shares at the rate of 1 share for every share already held by them.

Dated: 24 / 01 / 2018


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Notes

1. The purpose of this written resolution is to revoke the authorised share capital, to authorise the directors to allot shares and to declare a bonus issue. If the resolution is a special resolution the requisite majority needed to pass the resolution is three-fourths of the members eligible to vote.
2. The circulation date of this written resolution is 24/01/2018
3. If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
4. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
5. If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 2.
6. Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked.