

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
NG HEALTHCARE LIMITED**

(a company registered in England no. 07139177)
(the "Company")

DATE PASSED: 21 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution") with an effective date of 21 December 2017.

SPECIAL RESOLUTION

That the issued share capital is converted as follows:

- (1) THAT all 251 of the £1.00 Ordinary shares in the capital of the Company held by S K Forrester be re-designated as 251 £1.00 'A' ordinary shares.
- (2) THAT all 251 of the £1.00 Ordinary shares in the capital of the Company held by M V Thomas be re-designated as 251 £1.00 'B' ordinary shares.

The Shares shall have the respective rights and shall be subject to the respective restrictions set out in the Articles of Association of the Company as amended by the passing of resolution 2 below.

- 2 That immediately following the conversions referred to in Resolution 1 above, new clauses 2.5 and 2.6 of the Articles of Association of the Company relating to the share capital of the company be and is hereby inserted to read as follows:

- 2.5 At the date of the adoption of these Articles the issued share capital of the Company is £502 divided into:

251 'A' Ordinary Shares of £1.00 each (the 'A' Shares)

251 'B' Ordinary Shares of £1.00 each (the 'B' shares)

SATURDAY



A6X2FI7M

A14

06/01/2018

#151

COMPANIES HOUSE

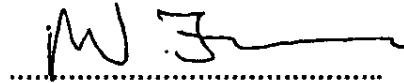
- 2.6 The 'A' and 'B' shares shall constitute separate classes of shares. The holders of all Ordinary shares are eligible to receive dividends when declared and have full voting rights and full entitlement to a return of capital upon winding up or other distribution. For the avoidance of doubt the directors of the company reserve the right to declare different amounts of dividends on different classes of shares.

AGREEMENT

We, the undersigned, being the persons entitled to vote on the above Resolutions on the circulation date set out at the beginning of this document, hereby irrevocably agree to the Resolutions.

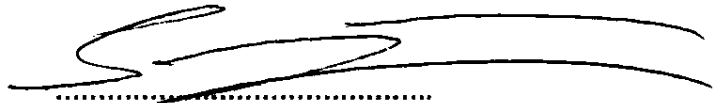
By signing the Resolution, each of us also consents to any variation of the rights attaching to the shares of any class of which the person concerned holds shares and which may be involved in the passing or implementation of the Resolution.

Signed by:



.....

Mr Malcolm Vaughn Thomas



.....

Mr Stephen Kenneth Forrester

NG HEALTHCARE LIMITED

Company number 07139177

New Articles of Association Clause 2.5 & 2.6

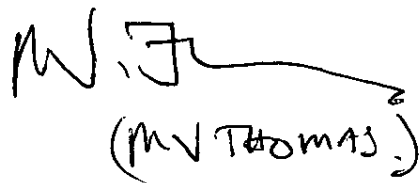
SHARE CAPITAL

2.5 At the date of the adoption of these Articles the issued share capital of the Company is £502 divided into:

251 'A' Ordinary Shares of £1.00 each (the 'A' Shares)

251 'B' Ordinary Shares of £1.00 each (the 'B' shares)

2.6 The 'A' and 'B' shall constitute separate classes of shares. The holders of all Ordinary shares are eligible to receive dividends when declared and have full voting rights and full entitlement to a return of capital upon winding up or other distribution. For the avoidance of doubt the directors of the company reserve the right to declare different amounts of dividends on different classes of shares.


(M J Thomas)