

Company No 07139177

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NG HEALTHCARE LIMITED

(the "Company")

(Passed on 26th March 2020)

SATURDAY



A91QREP7

A10

28/03/2020

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COMPANIES HOUSE

The following resolution was duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 26th March 2020 by members of the Company representing the required majority of total voting rights of eligible members as a special resolution:

1. **THAT** the articles of association of the Company be amended by inserting a new Article 21 as follows:

21 Share transfers

21.1 *Notwithstanding anything contained in these Articles, the Directors of the Company shall approve and shall not decline to register nor suspend the registration of, any transfer of shares:*

21.1.1 *where such transfer is in favour of a bank or other financial institution or any nominee bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "Secured Institution"); or*

21.1.2 *where such transfer is delivered to the Company for registration by or on behalf of a Secured Institution or its nominee in order*

to register the Secured Institution as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following that Secured Institution having become entitled to exercise or enforce its rights under any such mortgage, charge and/ or call or other option, or

21.1.3 where such transfer is executed by a Secured Institution or its nominee pursuant to the power of sale or the power under any such security

21.1.4 where such transfer is executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and a certificate by any officer of the Secured Institution that the relevant transfer is within paragraph 21.1.1, 21.1.2, 21.1.3 or 21.1.4 above shall be conclusive evidence of that fact

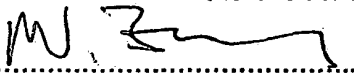
and furthermore, notwithstanding anything to the contrary contained in these Articles:

21.1.5 no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;

21.1.6 no Secured Institution or its nominee; and

21.1.7 no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not or shall be required as a condition of registration of any transfer of shares to be bound by the terms of any shareholder agreement.



Director