

**BRUCHMEN NO. 6 LIMITED**

**Company Number: 07228740**

(the "**Company**")

THURSDAY



**UNANIMOUS SHAREHOLDER CONSENT**

**BACKGROUND**

- (1) Article 14 of the existing articles of association of the Company (the "**Existing Articles**") provides that a director is not to be counted as participating in the decision-making process for quorum or voting purposes in respect of decisions concerned with an actual or proposed transaction or arrangement with the company in which a director is interested
- (2) The directors of the Company (the "**Directors**") also hold directorships in certain other companies in the Company's group, including, among others, Bruchmen No 1 Limited, Bruchmen No 2 Limited, Bruchmen No 3 Limited, Bruchmen No 4 Limited, Bruchmen No 5 Limited (together with the Company, the "**Bruchmen Companies**"), Bruchmen No 7 Limited, LNH Realisations Caledonia Limited, LNH Realisations England Limited, LNH Realisations Ireland Limited and LNH Realisations Wales Limited
- (3) The shareholder of the Company wishes to consent to the amendment of the articles of association of the Company by the amendment of Article 14 of the Existing Articles by the addition of a new sub paragraph 8 in Article 14 and the addition of a new Article 15, along with the corresponding definitions, with the wording set out below under the heading "The Amendment" (the "**Amendment**") (and the subsequent renumbering of the remaining articles, where necessary) such that the Directors and the shareholders of the Company have the authority to approve certain conflicts and that the Directors will not be in breach of their duties under section 175 of the Companies Act 2006 in certain situations, both as specified in the Amendment.
- (4) Following the Existing Articles being amended as specified in the Amendment, it is contemplated that the Company and certain companies in the Company's group will be sold and the Bruchmen Companies will be recapitalised (the "**Transaction**") on or shortly after the date of this unanimous shareholder consent
- (5) It is noted that the Transaction, and actions relating to it, represent a Conflict (as defined in the Amendment) for the Directors and therefore the shareholders (by notice in writing given to the Company by the holders of the shares representing a majority of the voting rights in the company) are required to resolve to authorise the Relevant Situation (as defined in the Amendment) in order for the Company to take the necessary actions to effect the Transaction

**UNANIMOUS SHAREHOLDER CONSENT**

**CROWN ALBANY CARE LIMITED**, being the sole shareholder of the Company hereby

- A consents to the amendment of the articles of association of the Company by the amendment of Article 14 of the Existing Articles by the addition of a new sub paragraph 8 in Article 14 and the addition of a new Article 15, along with the corresponding definitions, (and the subsequent renumbering of the remaining articles, where necessary) with the following wording

### **The Amendment**

**"14(8)** This Article 14 is subject to Article 15

**15 Directors' interests other than in relation to transactions or arrangements with the company**

If a situation (a "**relevant situation**") arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) (a "**Conflict**") the following provisions shall apply if the Conflict did not arise in relation to a transaction or arrangement with the company

(a) if the relevant situation arises

- (i) the directors (other than the director, and any other director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution, though any director, including the director, and any other director with a similar interest, may propose the resolution), or
- (ii) the shareholders (by notice in writing given to the company by the holders of the shares representing a majority of the voting rights in the company),

may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine

(b) For the purposes of article 15(a)(i), if there are insufficient directors eligible to vote and therefore to form a quorum, the general rule does not apply, and the eligible director may take decisions in relation to the relevant matter without regard to any of the provisions of the articles relating to directors' decision-making

(c) Any reference to a Conflict includes a conflict of interest and duty and a conflict of duties

(d) Any terms determined by the directors or the shareholders under article 15(a)

- (i) shall be in writing (although the authority shall be effective whether or not the terms are so recorded), and
- (ii) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the shareholders and may include (without limitation)

- (A) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision (whether at a meeting of the directors or otherwise) relating to the relevant situation,

- (B) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and
  - (C) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the company for any confidential information of the company in relation to the relevant situation
- (e) Any authorisation given under article 15(a) may be withdrawn by either the directors or the shareholders respectively by giving notice to the director concerned
  - (f) An interested director must act in accordance with any terms determined by the directors or the shareholders under article 15(a) respectively
  - (g) Except as specified in this article 15, any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles
  - (h) Any authorisation of a relevant situation given by the directors or the shareholders under this article 15 may provide that
    - (i) where the interested director obtains (other than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose it to the company or to use it in relation to the company's affairs in circumstances where to do so would amount to a breach of that confidence, and/or
    - (ii) an interested director shall not be obliged to account to the company for any remuneration or other benefits received by him in consequence of any relevant situation
  - (i) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within article 15(a) to the other directors and the shareholders. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest "

, and

- B Following the Existing Articles being amended as specified in the Amendment, pursuant to Article 15(a)(ii), authorises the Directors to take any action necessary to effect the Transaction which they would otherwise be prohibited from doing by virtue of the Conflict

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Date: 2/10/15