

Company number 07362183

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**ALSTON PHARMACY LIMITED ("Company")**

8/2/ 201<sup>7</sup>

SATURDAY



A12 "A60JTN60" 18/02/2017 #194  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions ("**Resolutions**")

#### **SPECIAL RESOLUTIONS**

1 **THAT** the articles of association of the Company be amended by inserting a new Article 54 as follows

- "54 Notwithstanding anything contained in the articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is

(i) to a person or company to who such shares have been mortgaged or charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Party**"), or to any nominee of such Secured Party, pursuant to any such security,

(ii) executed by a Secured Party or its nominee pursuant to the power of sale or other power, under any such security, or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Party or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in the articles

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party or to its nominee,

(ii) no Secured Party or its nominee, and

(iii) no receiver or manager appointed by or on behalf of a Secured Party 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 from time to time of the Company or any of them, and no such member shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not "

2 **THAT** for as long as any shares in the Company are mortgaged or charged to Philip James Chambers (but not thereafter), any lien on shares contained in the articles of association of the Company shall be dis-applied

3 **THAT** the loan agreement between (1) Philip James Chambers, (2) the Company and (3) Conor Maguire and the charge over shares between (1) Conor Maguire and (2) Philip James Chambers, copies of which have been supplied to us and under which Conor Maguire would charge shares in the Company to Philip James Chambers, be and are approved for all purposes

#### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on 2016,  
hereby irrevocably agrees to the Resolutions

Signed by  
**PHILIP CHAMBERS**

*P. J. Chambers*

Date

*14/2/17*

Signed by **CONOR MAGUIRE**

*C. Maguire*  
*8-2-17*

Date

## **NOTES**

1 You can choose to agree to all of the Resolutions or none. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at its registered office.

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3 The Resolutions will lapse 28 days after the date of this notice, and a signature after that date will be ineffective. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.