

Company Number: 12408818

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

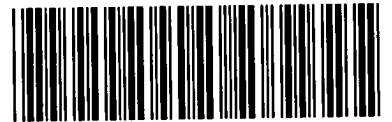
WRITTEN RESOLUTION

of

Renovo South Newton Limited ("the Company")

Circulated on 29th September 2020

WEDNESDAY



A20 *A9F53FX7* 07/10/2020 #132
COMPANIES HOUSE

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

SPECIAL RESOLUTIONS

1. **THAT** a new definition be added into the Company's articles of association as follows:

"Controlling Shareholder: a registered holder for the time being of not less than 51% in nominal value of the shares of the company in issue from time to time."

2. **THAT** a new article 17.4 shall be inserted into the Company's articles of association as follows:

"17.4 A Controlling Shareholder may at any time and from time to time by notice in writing to the company appoint one or more persons to be a director or directors of the company and to remove any director or directors from office (whether or not appointed pursuant to this article 17.4)."

3. **THAT** a new article 26(6) be inserted into the company's articles of association as below and the words "Subject to article 26(6)," be added at the beginning of existing article 26(5) replacing the existing "The" with "the" after those words as inserted.

26(6) 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 bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a Secured Institution), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution 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 Institution or its nominee, under any such security,

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

- (i) no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or to its nominee;

- (ii) no Secured Institution or its nominee; and
- (iii) 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 shareholders for the time being of the company or any of them, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or not."

4. **THAT** the amendment to the Company's articles of association as set out above together with any consequential renumbering, in the form of the annexed draft attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTIONS

5. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into the documents (the "**Documents**") referred to in the draft resolutions of the directors of the Company appended to this Written Resolution (the "**Board Minutes**") and the transactions contemplated thereby.
6. **THAT** any other document required to be executed and or delivered by the Company pursuant to or in connection with the Documents, in accordance with the authority granted for this purpose by the directors of the Company be and is hereby authorised and approved.
7. **THAT** any acts or decisions made by the directors of the Company in respect of the Company's entry into the Documents be and are hereby approved and ratified, notwithstanding any interest or conflict of interest which may have arisen to cause the validity of such acts or decisions to be in doubt.

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions as indicated above:

Signed by

Signature: _____



Phillip Smith,

A director for and on behalf of

South Newton Hospital Limited

Shareholder

Date: _____

29 SEP 20

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

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. Unless, by the expiry of the period ending 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of share only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.