

KEIR PHARMACY LIMITED (the "Company")

Registered in Scotland No. SC405293

Members' Written Resolutions

Circulation Date: 1 March 2016

Please read the notes at the end of this document before signifying your agreement to the undernoted resolutions.

I, the undersigned, having the right as at the Circulation Date to attend and vote at General Meetings of the above Company hereby resolve the following resolutions, such resolutions to have effect as Ordinary and Special Resolutions as indicated:

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the director of the Company be and is hereby generally and unconditionally authorised to allot up to 899 A ordinary shares of £1 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 30 June 2016.
2. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the director of the Company be and is hereby generally and unconditionally authorised to allot up to 100 B ordinary shares of £1 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 30 June 2016.

SPECIAL RESOLUTIONS

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions 1 and 2 above.


Kelvin David Paterson

Date: 1 March 2016

Certified a True Copy

Date: 23/5/16

Signature: 

Notary Public, Glasgow

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COMPANIES HOUSE

Notes:

1. Eligible members are the members who would have been entitled to vote on the resolution(s) on the Circulation Date.
2. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to Lucy Gannon, Morisons LLP, 53 Bothwell Street, Glasgow G2 6TS.
 - **Post:** returning the signed copy by post to Lucy Gannon, Morisons LLP, 53 Bothwell Street, Glasgow G2 6TS.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to lucy.gannon@morisonsllp.com. Please enter "Written resolutions re Keir Pharmacy Limited " in the e-mail subject box.

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.

3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, within 28 days, beginning with 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.
5. In the case of joint holders of shares, 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.
6. 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.
7. By providing a contact email address, you are expressly authorising the Company to use this address for the purposes of future communications with you. Please ensure that if this address changes in future, you advise the directors of the Company in writing.