

Company Number 00190237

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

RODERICKS LIMITED (THE "COMPANY")

THURSDAY



A26 *A4E5KZ0B* 20/08/2015 #344
COMPANIES HOUSE

The directors of the Company propose the following resolutions (the "**Resolutions**") to be passed as written resolutions of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as Special Resolutions.

SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association of the Company be amended by inserting a new article 16 and a new article 17 in the following terms

"16 Notwithstanding any of the provisions in these Articles whether expressly or impliedly contradictory to the provisions of this Article 16 (to the effect that any provision contained in this Article 16 shall override any other provision of these Articles), any lien on shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any Secured Institution ", and

"17 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer.

17.1 is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), or

17.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

17.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

- 2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into in

connection with the facility agreement (the "**Facility Agreement**") with National Westminster Bank plc (the "**Lender**") be and are hereby approved and (notwithstanding any personal interest of any of the directors) the board of directors of the Company be and is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to complete and enter into such of those documents to which the Company is (or is to become) a party:

- 2.1. the Facility Agreement to be entered into between (1) Rodericks Dental Holdings Limited (company number 07882033) (the "**Parent**"), (2) the Company (3) each of the other subsidiaries of the Parent being Rodericks (Optical) Limited (company number 09564974), Winnersh Dental Practice Ltd (company number 06971995), Rodericks (Wales) Limited (company number 09404747), The Tewkesbury Dental Partnership Ltd (company number 06585900) and RD Davies Limited (company number 06748334) (each a "**Subsidiary**" and together the "**Subsidiaries**"), (4) the Lender and (5) The Royal Bank of Scotland plc (the "**Agent**"),
- 2.2 the subordination deed to be entered into between (1) the Lender, (2) Douglas Robertson, (3) Carlos Clark, (4) Shalin Mehra, Stephen Adrian Brookes, Carlos Clark and Alpesh Khetia, (5) the Parent, (6) the Company and (7) each of the Subsidiaries,
- 2.3 the cross guarantee to be entered into by each of the Parent, the Company and the Subsidiaries in favour of the Lender;
- 2.4. an arrangement fee letter to the Parent and the Company from the Lender and the Agent to be acknowledged by the Parent and the Company, and
- 2.5. an agency fee letter to the Parent and the Company from the Agent to be acknowledged by the Parent and the Company,

The documents referred to in paragraphs 2.1 to 2.5 above each being referred to as a **Document** and together being referred to as the **Documents**

3 THAT:

- 3.1 the Company entering into the Documents was most likely to promote the success of the Company for the benefit of its members as a whole;
- 3.2 the Company entering into those of the Documents to which it is a party be and is hereby approved

By order of the Board



Registered in England and Wales no 00190237

Registered office: 15 Basset Court, Loake Close, Grange Park, Northampton, NN4 5EZ

Circulation date: 6th July 2015 The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the circulation date.

AGREEMENT

We, the undersigned, being the member of the Company entitled to vote on the Resolutions on the circulation date, hereby signify our agreement to the Resolutions


RODERICKS DENTAL HOLDINGS LIMITED**DATED**

6/9/15

NOTE

You may signify your agreement to the Resolutions by signing a hard copy of this document and delivering it by hand or sending it by fax or email to the Secretary, any director, the Company's solicitors EMW or the registered office.