

**COPY RESOLUTION**  
**VINDON SCIENTIFIC LIMITED**

Registered in England with Company Number 00878160

(the "Company")

**SPECIAL RESOLUTIONS BY  
WRITTEN RESOLUTION**

FRIDAY

COMPANIES HOUSE



A08

07/02/2014

#402

COMPANIES HOUSE

Passed on *16 Dec* 2013

The following resolutions were duly passed as a special resolution on *16 Dec* 2013 by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**Special Resolution**

1. **THAT** the Company be authorised to and it is in the best interest of the Company to enter into, deliver and perform the documents referred to below (as the same may be amended, varied, supplemented or substituted from time to time) (the "**Documents**") and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the director) any director of the Company be and is hereby empowered, authorised and directed to complete and enter into the Documents:

- 1 1 the Facilities Agreement Deed of Accession,
- 1 2 a guarantee accession deed (the "**Guarantee Accession Deed**") to the unlimited composite guarantee dated 15 December 2011 and made between, amongst others, the Borrower and the Original Guarantors and in favour of the Bank (the "**Existing Guarantee**") to be entered into in accordance with the timescales agreed in the Facilities Agreement by the Borrower and the Company (together with the Borrower, Vindon Healthcare Limited, Vindon Scientific (Ireland) Limited and Vindon Scientific Limited,
- 1 3 a debenture to be entered into by the Company in favour of the Bank pursuant to which the Company grants security over all its assets, business and undertaking,

- 1 4 a legal charge (the “**Legal Charge**”) to be entered into by the Company in favour of the Bank pursuant to which the Company charges with full title guarantee its interest in the property at Kingsway Business Park, Rochdale,
- 1 5 any blank stock transfer forms, share certificates, share indemnities or other documents required to be given under the Debenture or the Legal Charge,
- 1 6 a certificate addressed to the Bank in its capacity as lender under the Facilities Agreement to be signed by two directors of the Company, and

2. **THAT** with effect from the passing of the resolutions, the articles of association of the Company be amended by the insertion of new article 10 as follows

“10 Registration of shares

10 1 Notwithstanding anything contained in these Articles

- (a) the Directors (or Director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place, where in any such case the transfer is or is to be
  - (A) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
  - (B) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
  - (C) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

10 2 Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution "

3. **THAT** the directors of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors (and any action taken by a director prior to the date of this meeting in respect of the Documents, including the execution thereof, is hereby ratified)

Signed . ..... 

Director of the Company