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COMPANY NUMBER: 1929428

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

CHELFHAM SENIOR SCHOOL LIMITED

(the Company)

CIRCULATED ON 23/2/2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution and that resolutions 2 and 3 below are passed as ordinary resolutions (the special resolution and the ordinary resolutions being together the Resolutions).

For the purpose of these Resolutions, the term Relevant Document means:

(A) the facilities agreement made on 30 December 2020 between MPT UK Finance Co Limited as Lender) (Lender), each of Standbyco 26 Topholding B.V., Standbyco 26 Holding B.V. and RemedcoUK Holding Limited (each as a Guarantor, as defined in the Facilities Agreement) (each an Original Guarantor and together the Original Guarantors) and RemedcoUK Limited (as Borrower) (the Facilities Agreement);

(B) the accession letter to be entered into by the Company under which the Company will accede to the Facilities Agreement as a Guarantor;

(C) the subordination agreement made on 15 January 2021 between the Lender, the Original Guarantors and the Borrower in respect of, among other things, all-intra-group loans to the other Guarantors and the Borrower (the Subordination Agreement); and

(E) the accession letters to be entered into by the Company under which the Company will accede to the Subordination Agreement.

SPECIAL RESOLUTION

THAT

1. the draft articles of association attached to this written 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

THAT:

2. the terms of, and the transactions contemplated by each of the Relevant Documents be and are hereby approved.

3. the entry by the Company into each of the Relevant Documents will promote the success of the Company for the benefit of its sole member.

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

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the Resolutions and irrevocably agree to the Resolutions.

Signed David Hall ..... Date 23/2/2021

Priory Old Schools Services Limited

EXPLANATORY NOTES FOR SHAREHOLDER

1. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it using one of the following methods:

1.1 BY HAND: by delivering the signed copy to Richard Swaine at Bristows LLP, 100 Victoria Embankment, London, EC4Y 0DH.

1.2 BY POST: by returning the signed copy by post to Richard Swaine at Bristows LLP, 100 Victoria Embankment, London, EC4Y 0DH.

1.3 BY E-MAIL: by attaching a scanned copy of the signed document to an e-mail and sending it to richard.swaine@bristows.com.

2. If you do not agree to the above Resolutions, you do not need to do anything.

3. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by the date that is 28 days after the Circulation Date sufficient agreement has been received for the Resolutions to be passed they will lapse. If you agree to the Resolutions, please ensure that signification of your agreement reaches us before or on this date.

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.