

Company No. 03109969

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTIONS OF GRAHAM CARE (YB) LIMITED (formerly known as**  
**Graham Care Limited) (the Company)**

Passed *15<sup>th</sup> September* 2016

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being all the eligible members (as defined by section 289 of the CA 2006) of the Company, signify agreement to and pass the following resolutions as ordinary resolutions of the Company

**ORDINARY RESOLUTIONS**

- 1 That the provisions of, and performance of the obligations set out in, the documents listed in the appendix to this resolution (the **Documents**), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Clydesdale Bank PLC (the **Lender**), be and are hereby approved in the forms attached to this resolution (copies of such Documents having been supplied to the members of the Company and the Company's auditors prior to the signing of this resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by execution of the Documents))
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by execution of such Documents))



Director

