

COMPANY NUMBER: 03233164

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
PASTORAL HOMES LIMITED

(the *Company*)

Circulation Date: 28 March 2019

WRITTEN RESOLUTION

The directors of the Company propose that the following special and ordinary resolutions (the *Resolutions*) be passed by way of a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced in accordance with the Companies Act 2006 from £280,000 divided into 280,000 ordinary shares of £1.00 each to £1.00 divided into 280,000 ordinary shares of £0.00000357142857142857 each, all of which have been issued and fully paid, the amount by which the share capital of the company is so reduced to be credited as a distributable reserve; **THAT** the share premium account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £20,000 to £0.00 the amount by which the share premium account is so reduced to be credited as a distributable reserve; and **THAT** the retained earnings account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £6,055,266.00 to £0.00 the amount by which the retained earnings account is so reduced to be credited as a distributable reserve.

ORDINARY RESOLUTION

THAT a dividend in specie in the aggregate amount of £6,355,265.00 be declared in favour of the Company's sole member, GHG Intermediate Holdings Limited, to be satisfied in full by the distribution of the benefit of all the Company's right, title, benefit and interest to, in and over a receivable in the amount of £6,355,265.00 due to the Company from BMI Healthcare Limited pursuant to the terms of an intragroup loan agreement entered into between the Company and BMI Healthcare Limited on or around the date of this Resolution.

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AGREEMENT

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

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolutions and confirm that we have each received a copy of the Solvency Statement at or before the time we received the copy of these Resolutions as required by 642(2) of the Companies Act 2006.

SIGNED

for and on behalf of

GHG Intermediate Holdings Limited

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SIGNATURE:

Henry Davie

NAME:

HENRY DAVIE

[Signature page to the written shareholder resolutions of Pastoral Homes Limited]

NOTES:

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

By Hand: delivering the signed copy Richard Thexton, Sherina Teckchand and Alex Littlefield at:

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London EC4Y 1HS

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Richard.Thexton@freshfields.com, Sherina.Teckchand@freshfields.com and Alex.Littlefield@freshfields.com.

2. 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 Resolution, you may not revoke your agreement.
4. Unless, by the date that is 28 days from the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.