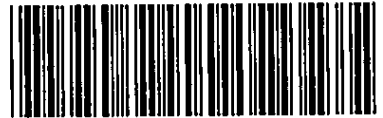


4159741

TUESDAY



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24/05/2016

#28

COMPANIES HOUSE

Company number 04159741

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Brook Healthcare Limited (Company)

15th May 2016

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

1 As a special resolution that the Articles of Association of the Company are amended.

1 1 by deleting Article 6 and replacing it with the following

"6 TRANSFER OF SHARES

6 1 Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share

6 2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:

(i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "**Secured Institution**"); or

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

(iii) 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 or proposed transferor (including a

Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not

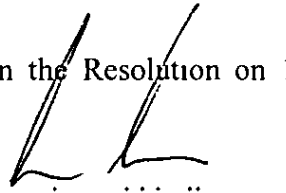
- 6 3 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution ”

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 15th May 2016, hereby irrevocably agrees to the Resolution

Signed by Osman Ertosun as Sole
Director of Excelcare (Cambridge)
Limited



Date 15th May 2016

Attachments: form of written resolution to be filed at Companies House under the 2006 Act

NOTES

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

- **By Hand** Deliver a signed copy to Cain Associates, 297 Broadway, Bexleyheath, Kent, DA6 8DG Attention Mr Cain,
- **Post** Post the signed copy to Cain Associates, 297 Broadway, Bexleyheath, Kent, DA6 8DG Attention Mr Cain,
- **Fax** Fax a signed copy to 020 8298 0256 marked for the attention of Mr Cain, and
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to cain@cain-associates.co.uk Please enter "Excelcare Shareholder Resolutions" in the e-mail subject box

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

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

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

Company No: 04159741

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING

of

Brook Healthcare Limited ("Company")

Passed the 15th day of May 2016

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution¹ the following resolution(s) of the Company was/were duly passed

SPECIAL RESOLUTION

1. As a special resolution that the Articles of Association of the Company are amended

1 1 by deleting Article 6 and replacing it with the following

"6 TRANSFER OF SHARES

6 1 Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

6 2 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer


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

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

(iii) 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 or proposed transferor (including a Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not

6.3 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution”

Signed


Osman Ertosun
Director

Dated 15th May 2016