

Company number 04189923

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Bangor Centre for Developmental Disabilities Limited (**Company**)

TUESDAY



AAVGGJAG

A12

11/01/2022

#14

COMPANIES HOUSE

15 December 2021 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (**Resolutions**). For the purpose of these Resolutions, the term Transaction Documents means:

1. a loan agreement (**Loan Agreement**) to be entered into by amongst others Tristone Healthcare Limited (**Borrower**), the Company and various group companies listed in annex 1 therein (as guarantors) and Duke Royalty UK Limited (**Duke**) (as lender and security trustee);
2. a debenture to be granted by the Company, the Borrower and certain other companies in the Borrower's group of companies to Duke;
3. an investment guarantee to be entered into by the Company and other companies in the Company's group listed in annex 2 therein (as guarantors), THL Investments Limited, Duke Royalty Limited (as beneficiary) and Duke (as security trustee);
4. any other Finance Document (as that term is defined in the Loan Agreement) to which the Company is a party;
5. a deed of release between, amongst others, Shawbrook Bank Limited and the Company;
6. a deed of variation to the existing shareholders agreement to be entered into between the Company and the shareholders of the Company.

ORDINARY RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by the Transaction Documents be and are hereby approved.
2. **THAT** the entry into by the Company of the Transaction Documents will promote the success of the Company for the benefit of the members as a whole and are hereby approved.

SPECIAL RESOLUTIONS

DISAPPLICATION OF DIRECTORS DISCRETION TO REFUSE TO REGISTER TRANSFER

3. THAT article 3 of the existing articles of association of the Company be deleted in its entirety and replaced with the following:

"Notwithstanding the terms of Article 4 the directors must register any duly stamped transfer made in accordance with these Articles and shall not have any discretion to register any transfer of Shares which has not been made in compliance with these Articles or any shareholders' agreement and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

For the purpose of this article a Secured Institution means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing."

4. THAT article 2 of the existing articles of association of the Company be deleted in its entirety and replaced with the following provision:

"References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 8, 24, 38, 59, 60, 61, 62, 64, 67, 73 to 81 inclusive, 90, 94, 95, 111, 112, 115 and 118 shall not apply."

AGREEMENT

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

The undersigned being the member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by Y. Loustoucas
Director, For and on behalf of
PROCARE WALES LIMITED



Date

15 December 2021

NOTES

1. You can choose to agree to all of the Resolutions or none of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post or by email to Phil Ledgard at 5 Brooklands Place, Brooklands Road, Sale, Cheshire, United Kingdom, M33 3SD (Phil@tristone.capital).

You may not return the Resolutions to the Company by any other method.

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.

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

3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.