

WE HEREBY CERTIFY
THIS TO BE A TRUE
COPY OF THE ORIGINAL

Fieldfisher LLP
18/10/16

Fieldfisher
5th Floor
Free Trade Exchange
37 Peter Street
Manchester
M2 5GB

Company No. 04825126

Written Resolutions of Vetcare Limited (the "Company")

Circulation Date: 3rd October 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following special resolutions (together the "Resolutions") be passed

Special Resolution

- 1 To adopt articles in the form of the document attached as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association
- 2 Subject to Resolution 1 above being duly passed, to re-designate
 - (a) the 40 issued A ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above,
 - (b) the 40 issued B ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above,
 - (c) the 40 issued C ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above,
 - (d) the 4 issued D ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above,
 - (e) the 2 issued E ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above, and
 - (f) the 4 issued F ordinary shares of £1 00 each in the capital of the Company as ordinary shares of £1 00 each, carrying the rights and subject to the restrictions attaching to the ordinary shares of the Company as set out in the articles of association of the Company adopted pursuant to Resolution 1 above

COMPANIES HOUSE

THURSDAY



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20/10/2016

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Please read the Notes below before signifying your agreement to the Resolutions

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions



V Care Holdings Limited

Date 8th October 2016

NOTES:

- 1 You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of 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 delivering the signed copy to Alexandra Keane at Fieldfisher LLP, Free Trade Exchange, 37 Peter Street, Manchester M2 5GB

Post returning the signed copy by post to FAO Alexandra Keane at Fieldfisher LLP, 5th Floor, Free Trade Exchange, 37 Peter Street, Manchester M2 5GB

Email attaching a scanned copy of the signed document to an email and sending it to alexandra.keane@fieldfisher.com. Please enter "Written resolution" in the email subject box
- 2 If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless by 28 days from 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 your agreement reaches the Company before or during this date
- 5 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 of the Company
- 6 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

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Company Number 04825126

A Private Company Limited by Shares

Articles of Association of Vetcare Limited

(Adopted by Special Resolution on 3rd October 2016)

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Company No 04825126

A Private Company Limited by Shares

Articles of Association of Vetcare Limited

(Adopted by Special Resolution on

2016)

1. Interpretation

1 1 In these Articles, unless the context requires otherwise

"**Act**" means the Companies Act 2006, as amended, extended, consolidated or re-enacted from time to time,

"**Articles**" means the Company's articles of association for the time being in force,

"**Business Day**" means a day (other than a Saturday or Sunday) when clearing banks are open for general business in London,

"**electronic means**" has the meaning given in Section 1168 of the Act, and

"**Model Articles**" means the model articles for private companies limited by shares set out at Schedule 1 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as in force on the date when these Articles become binding on the Company, and reference to a numbered Model Article is to the relevant article of the Model Articles

1 2 In these Articles, unless the contrary intention appears, any reference to the singular includes the plural and vice versa and reference to any gender includes the other genders

2. Applicability of Model Articles

2 1 The Model Articles apply to the Company save as inconsistent with these Articles

2 2 Save as otherwise provided in these Articles, words and expressions which have particular meanings in the Model Articles have the same meanings in these Articles

3 Decision-making by directors

3 1 The general rule about decisions of the directors is that they must

(a) be a majority decision taken at a directors' meeting, or

(b) take the form of a resolution in writing, copies of which have been signed by a majority of eligible directors or to which a majority of eligible directors has otherwise indicated agreement in writing, provided that the eligible directors signing or indicating agreement to the resolution would have formed a quorum at a directors' meeting

3 2 References in Article 3 1(b) to eligible directors are to directors that would have been entitled to vote on the matter and have their votes counted if it had been proposed as a resolution at a directors' meeting

3 3 Model Articles 7(1) and 8 do not apply

- 3 4 Notice of a directors' meeting (or any adjournment thereof) given to a director by electronic means, if sent to an electronic address provided by the director for the purpose, is deemed to have been received by the director one hour after it was sent
- 3 5 Entitlement to notice of a directors' meeting may be waived by a director by giving notice to that effect to the Company at any time before or after the meeting and such waiver does not affect the validity of the meeting or of any business conducted at it Model Article 9(4) does not apply
- 3 6 Directors may participate in a directors' meeting by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other If all the directors participating in a meeting are not in the same place, the meeting is to be treated as taking place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is Model Article 10 does not apply
- 3 7 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting The quorum for a directors' meeting is two directors Model Article 11 does not apply

4. Directors' interests

- 4 1 A director, notwithstanding his office and that in this situation he has, or can have, a direct or indirect interest or duty that conflicts, or possibly may conflict, with the interests of the Company may be
- (a) appointed as director of the Company by notice in writing by any shareholder in accordance with these Articles,
 - (b) a shareholder of the Company, or an employee or director or other officer of, or otherwise engaged by or interested in, any shareholder of the Company or any parent undertaking of any shareholder of the Company or any subsidiary undertaking of any parent undertaking of any shareholder of the Company,
 - (c) an employee or director or other officer of any subsidiary undertaking of the Company or any undertaking in which the company is otherwise interested,
 - (d) a beneficiary of any trust or trusts established for the benefit of employees and directors or former employees and directors of the Company
- 4 2 The directors shall have power, in accordance with this Article 4, to authorise (an "**Authorisation**") any other matter which would or might give rise to any breach of the duty of a director under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company For this purpose any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- 4 3 An Authorisation may be proposed to and resolved on by the directors in accordance with these Articles in the same way as any other matter but shall only be effective where
- (a) reasonable details of the matter or situation to which the Authorisation relates were disclosed to the directors, and
 - (b) in accordance with section 175(6) of the Act, any requirement as to the quorum at the meeting at which the Authorisation is considered is met without counting the director in

question or any other interested director and the Authorisation was agreed to without their voting or would have been agreed to if their votes had not been counted

- 4 4 An Authorisation may be given subject to such terms and conditions as the directors may determine at their absolute discretion (including as to the period, extent and scope of the Authorisation, participation by the director in question in the decision making process where a decision of the directors is concerned with the matter to which the Authorisation relates and the disclosure and use of confidential information)
- 4 5 The directors may revoke or vary an Authorisation at any time, but this shall not affect anything previously done or omitted to be done by the relevant director in accordance with the terms of the Authorisation
- 4 6 A director shall not be in breach of any duty he owes to the Company by virtue of the fact that pursuant to the terms of an Authorisation (for so long as he reasonably believes the matter to which the Authorisation relates subsists) he
- (a) absents himself from meetings of the directors or other proceedings of the directors at which the matter to which the Authorisation relates will or may be discussed, or
 - (b) makes arrangements not to receive, or refrains from considering, any documents relating to the matter to which the Authorisation relates, or makes arrangements for a professional adviser to receive any such documents on his behalf
- 4 7 A director may from time to time disclose to any shareholder who has appointed him such information concerning the business and affairs of the Company as he sees fit
- 4 8 A director is not required to disclose to the Company any confidential information he obtains in any capacity described in Article 4 1(b) or 4 1(c) or in relation to any matter to which an Authorisation relates, or to apply any such information in performing his duties as a director of the Company, if to do so would result in a breach of a duty or obligation of confidence owed by him
- 4 9 A director shall not be liable to account to the Company for any remuneration, profit or other benefit he derives directly or indirectly as a result of any situation described in Article 4 1 or (save as provided by the Authorisation) resulting from any matter to which any Authorisation relates, and no contract shall be liable to be avoided on the grounds of any such remuneration, profit or benefit
- 4 10 A director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision making process for quorum and voting purposes if his conflict of interest arises only from a situation described Article 4 1 or (save as provided by the Authorisation) out of any matter to which any Authorisation relates Model Article 14 is modified accordingly

5. Appointment and removal of directors

- 5 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by notice to the Company by a shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings
- 5 2 A shareholder holding a majority of the total voting rights of all the shareholders having the right to vote at general meetings may by notice to the Company remove from office any director (whether or not such director was appointed under Article 5 1)

5 3 Any appointment or removal of a director under Articles 5 1 or 5 2 must be made by notice in writing to the Company and takes effect on delivery to the registered office of the Company or at any directors' meeting or any later date specified in the notice

5 4 A person ceases to be a director as soon as the directors resolve to remove him from office on the grounds that they reasonably believe he has become mentally or physically incapable of acting as a director and may remain so for more than three months Model Article 18(d) does not apply

5 5 Save as expressly stated, these provisions apply in addition to Model Articles 17 and 18

6. Alternate directors

Articles 13(3), 15 and 25 to 27 (inclusive) of the model articles for public companies limited by shares, set out at Schedule 3 to The Companies (Model Articles) Regulations 2008 (SI 2008/3229), as in force on the date when these Articles become binding on the Company apply to the Company

7. Allotment of shares

7 1 The directors shall not exercise any power to allot, or to grant rights to subscribe for or to convert any security into, shares in the Company save to the extent authorised from time to time by ordinary resolution

7 2 Sections 561 and 562 of the Act do not apply to the allotment of equity securities (within the meaning given by section 560 of the Act) by the Company

8. Payment of dividends and other distributions

8 1 In Model Article 30(4), the words "the terms on which shares are issued" are replaced with "the rights attached to any shares"

8 2 In Model Articles 31(1)(a) to (c) (inclusive), the words "either" and "or as the directors may otherwise decide" are deleted, and in Model Article 31(d) the words "either" and "or by such other means as the directors decide" are deleted

8 3 In Model Article 32(a), the words "the terms on which the share was issued" are replaced with "the rights attached to the share"

9. Administrative arrangements

9 1 Any communication by any shareholder to any other shareholder under these Articles may be sent in any way in which the Company may from time to time send or supply anything to that other shareholder under Model Article 48(1)

9 2 Anything sent or supplied by the Company to a shareholder, or by a shareholder to the Company, under and in accordance with the Act, or by the Company or a shareholder under and in accordance with these Articles, is deemed to have been received by the intended recipient

(a) if sent by post within the United Kingdom and the sender or supplier is able to show that it was properly addressed, prepaid and posted, two Business Days after it was posted,

(b) if sent by post from outside the United Kingdom to an address inside the United Kingdom, or from inside the United Kingdom to an address outside the United Kingdom,

and the sender or supplier is able to show that it was properly addressed, prepaid and posted, five Business Days after it was posted,

- (c) if sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, one hour after it was sent

9.3 A shareholder is entitled to inspect any of the company's accounting or other records. Model Article 50 does not apply.

A handwritten signature or set of initials, possibly 'TE', written in black ink.