

**COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

of

**ACTIVE 8 CARE LIMITED**

Company number: 5107898

(the "Company")

Circulation date: *21 December* 2017

WEDNESDAY



A09 \*A6WUOZY8\* 03/01/2018 #121  
COMPANIES HOUSE

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company.

The undersigned, being the sole member of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolution be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting of the Company:

- 1.1 THAT** the articles of association be amended by the insertion of a new article 13 immediately after the existing article 12 as follows:

"Notwithstanding anything contained in these articles and the Table A Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a "**Secured Institution**");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (c) is expected by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or
- (d) 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 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 and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer 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 consideration or not."

- 1.2 THAT** the articles of association be amended by the insertion of a new article 14 immediately after the new article 13 specified above as follows:

"Notwithstanding any of the provisions in these Articles whether expressly or impliedly contradictory to the provisions of this article 14 (to the effect that any provision contained in this article 14 shall override any other provision of these Articles, any lien on shares which the Company may have shall not apply in respect of any shares which have been charged by way

of security in favour of any bank or institution, on behalf of any bank or institution or to any nominee of such a bank or institution."

Date: 21 December 2017

Signed by: 

Signature

DAVID MANSON

print name of director

on behalf of **BetterCare Keys Limited**

Notes to members:

1. If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
  - (a) by delivering it either by hand or by post to, Goodwin Procter (UK) LLP, 100 Cheapside London, EC2V 6DY marked for the attention of PakWai Wu; or
  - (b) by sending it as an attachment to an email to [PWu@goodwinlaw.com](mailto:PWu@goodwinlaw.com).
2. A member's agreement to a written resolution, once signified, may not be revoked.
3. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
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.
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.