

Company no: 06302121

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ATTENDS HEALTHCARE ACQUISITIONS LIMITED (the "Company")

On 21 December 2017 the following written resolutions were passed as ordinary and special resolutions, as indicated below.

ORDINARY RESOLUTION

1. **THAT**, clause 7 of the Company's memorandum of association setting out the Company's share capital, which was in force immediately before 1 October 2009 and which is now treated as part the Company's articles of association by virtue of section 28 of the Companies Act 2006, is revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008.

SPECIAL RESOLUTIONS:

2. That, the words included in article 3 of the articles of association, but not the heading of article 3, be deleted and replaced with "Intentionally Blank".
3. That:
 - (a) the director be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to a maximum total nominal amount of €1.00, comprising 10 ordinary shares of €0.10 each; and
 - (b) this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the director may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired.
4. That, subject to the passing of resolutions 1, 2 and 3:
 - (a) the director be empowered pursuant to section 570 of the Companies Act 2006 ("Act") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 3 as if section 561 of the Act did not apply to the allotment; and
 - (b) this power expires when the authority conferred by resolution 3 is revoked or would (if not renewed) expire but that the Company may make offers or agreements before this power expires that would or might require equity securities to be allotted after the power expires and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired.
5. That, subject to the passing of resolutions 1, 2, 4 and 4 above:
 - (a) the Company's share premium account is reduced from €719,991 to £nil;
 - (b) Company's share capital is reduced by cancelling and extinguishing 27,387,408 of the issued ordinary shares of €0.10 in the Company; and
 - (c) the director is authorised to do anything necessary or desirable to implement resolution 5.

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Michael E. Fagan
Michael E. Fagan Director