

1231-
Company No. 06409113

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING


of

SPIRE PROPERTY 17 LIMITED
(the "Company")

NWI Jersey Ltd, being the sole member of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, **RESOLVES**, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution:

SPECIAL RESOLUTION

THAT the Company's name be changed to NWI Cheshire Limited.

SIGNATURE: 
Robert Coyle for and on behalf of NWI Jersey Ltd



SPIRE PROPERTY 17 LIMITED ("Company")

Minutes of a meeting of the board of directors of the Company held at 540pm on 15 December 2021 held by video conference.

Present:	Justinian Ash	
	Peter Corfield	
	Jitesh Sodha	(Chairman of the meeting)
	Philip Davies (secretary)	

1. PURPOSE OF THE MEETING

- 1.1 Jitesh Sodha was appointed Chairman of the meeting. It was noted that the meeting had been duly convened and that a quorum was present.
- 1.2 The purpose of the meeting was to consider and, if thought fit, to approve various matters relating to the sale of the Company's shares to NWI Jersey Ltd pursuant to a sale and purchase agreement dated on or about the date of this meeting between, *inter alia*, Spire UK Holdco 4 Limited (the "Seller") and NWI Jersey Ltd (the "Buyer") (the "Transaction").
- 1.3 The directors concerned declared, or had previously notified the Company of, the nature and extent of their interests in the business of the meeting in so far as required by section 177 of the Companies Act 2006 ("CA 2006") and the Company's articles of association.

2. SHARE TRANSFER

- 2.1 A stock transfer form in respect of the following proposed transfer of shares ("Shares") in the Company was produced to the meeting:

Transferor	Transferee	No. and class of shares
The Seller	The Buyer	980,952 Ordinary shares of £1 each

- 2.2 **IT WAS RESOLVED** that, subject to completion of the Transaction ("Completion"):

- 2.2.1 such transfer be approved and (subject to it being presented duly stamped) registered, and that a certificate in the name of the Transferee be issued and signed by the directors (or by a director and the secretary) and sent to the member at its own risk;
- 2.2.2 each director of the Company be and is hereby authorised to do any other act or thing considered by him/her in his/her absolute discretion to be necessary or expedient in connection with the transfer of the Shares including, but not limited to:
- (a) the execution and delivery of any document required to be executed and delivered, together with any other additional documents, schedules, deeds, agreements, powers of attorney, notices, acknowledgements, letter agreements, memoranda, statements and/or certificates as may be ancillary, necessary, desirable, required or requested in connection with those

documents and/or in connection with the Transaction with any amendments that such persons may approve in their absolute discretion; and

- (b) following registration, executing and issuing the appropriate share certificate on behalf of the Company to the Buyer in respect of the Shares.

3. APPROVAL OF DOCUMENTS

- 3.1 In connection with the Transaction, it is proposed that the Company enters into each of the following documents, advanced drafts of which were circulated:

- 3.1.1 a lease between the Company and Spire Healthcare Limited;
 - 3.1.2 a deed of surrender between the Company and Spire Healthcare Limited;
 - 3.1.3 deeds of release between the Company and the agent;
 - 3.1.4 title indemnity insurance policy between the Company and [*insurer*];
- (together, the “**Documents**”).

- 3.2 Each of the Documents and the matters referred to in section 172(1) of the CA 2006 were fully and carefully considered and the directors concluded that the Company’s entry into obligations in accordance with the Documents to which it is a party did not contravene any provision of the Company’s articles of association or any agreement or obligation binding on it (including any containing any limitations on borrowing); and that, having regard to all such factors as they considered relevant, entry by the Company into the Documents to which it is a party was likely to promote the success of the Company for the benefit of its members as a whole and was in the best interests of the Company and would constitute a proper exercise of the directors’ powers.
- 3.3 Following such consideration, **IT WAS RESOLVED** that each of the Documents to which it is a party be and are hereby approved.

4. EXECUTION OF DOCUMENTS

- 4.1 **IT WAS RESOLVED:**

- 4.1.1 in respect of any Document to which it is a party that was a deed or was otherwise required to be executed in accordance with section 44 of the CA 2006, that
 - (a) any such Document be executed by the Company by the signature of any two directors or of a director and the secretary or of a director in the presence of a witness or by an attorney appointed by the Company pursuant to a valid power of attorney in the presence of a witness; and
 - (b) any such Document be delivered at the time and in the manner determined by them;
- 4.1.2 in respect of any Document that was to be executed under hand, that any director of the Company or any attorney appointed by the Company pursuant to a valid power of attorney be authorised to sign it on behalf of the Company;
- 4.1.3 the persons authorised to execute or sign any of the Documents be authorised to agree any variations to them (whether or not of substance) and that the execution or signing of such Document shall be conclusive evidence that such variations have been authorised by the Company; and

4.1.4 the persons authorized to execute or sign any of the Documents be authorised to arrange for the filing of any form or documents required to be filed under the Companies Act 2006 in connection with the resolutions herein with the registrar of companies for England and Wales.

4.2 **IT WAS FURTHER RESOLVED** that any director or any attorney appointed by the Company pursuant to a valid power of attorney be authorised in the name and on behalf of the Company to execute (in the case of documents to be executed as a deed, with any other director or the secretary or by himself in the presence of a witness) and deliver all such further documents and to take all other acts considered by him/her in his/her absolute discretion to be necessary, desirable or expedient for the purpose of the Transaction and sign on the Company's behalf any other documents relating to the Transaction as any one or more of the directors or any attorney may in their absolute discretion deem necessary, desirable or appropriate in connection with the Transaction.

5. APPOINTMENT OF DIRECTORS

5.1 **IT WAS RESOLVED** that each of Jan Krizan, Martin Robb and Jeremy Titchen (having consented to act) be appointed as directors of the Company, such appointments to take effect from Completion.

6. RESIGNATION OF DIRECTORS

6.1 There was produced to the meeting the draft written resignations of Justinian Ash, Peter Corfield and Jitesh Sodha as directors of the Company (the "**Directors**").

6.2 **IT WAS RESOLVED THAT** subject to the resignations being duly executed, the resignations be and are hereby accepted with effect from Completion.

7. RESIGNATION OF SECRETARY

7.1 There was produced to the meeting the written resignation of Philip Davies as secretary of the Company.

7.2 **IT WAS RESOLVED THAT** subject to the resignation being duly executed, the resignation be and is hereby accepted with effect upon Completion.

8. PSC REGISTER

8.1 The following letter was circulated:

8.1.1 a letter from the Seller to the Company informing the Company that it has ceased to be a registrable relevant legal entity (within the meaning of section 790C CA 2006) in relation to the Company with effect from Completion.

8.2 **IT WAS RESOLVED** that the PSC Register be updated to reflect the letter set out in paragraph 8.1 and that each director of the Company be and is hereby instructed to make the necessary updates, including by completing and filing forms PSC02 and PSC07 with Companies House.

9. CHANGE OF REGISTERED OFFICE

9.1 **IT WAS RESOLVED** that the registered office of the Company be changed to 2a Charing Cross Road C/O Seles Limited, Charing Cross Road, London, England, WC2H 0HF.

10. CHANGE OF NAME

10.1 It was noted that NWI Cheshire Limited has been proposed as the new name for the Company.

10.2 **IT WAS RESOLVED** that the written resolution in the form attached to these resolutions, for the purpose of changing the Company's name to NWI Cheshire Limited, be approved and the form of the written resolution be submitted to the sole member of the Company for consideration which, if passed, would be effective to approve the Company's name change to NWI Cheshire Limited.

10.3 **IT WAS FURTHER RESOLVED** that, subject to the passing of the resolution in the attached form of written resolution, the following also be filed with the Registrar of Companies:

10.3.1 notice of change of name by resolution (form NM01);

10.3.2 a copy of the written resolution resolving to change the Company's name; and

10.3.3 the applicable Companies House fee for the proposed change in the Company's name.

11. FURTHER AND PRIOR ACTS

11.1 **IT WAS RESOLVED** that each director or any duly authorised attorney (or in the case of execution of a deed, any two directors or any director in the presence of a witness (or any duly authorised attorney)) of the Company be and is hereby authorised on behalf of the Company to:

11.1.1 negotiate, finalise, agree and approve the terms of, and execute, sign, date, time and/or deliver, either under hand or seal, any document, agreement, notice, resolution, certificate, annexure, deed, document expressed to be signed as a deed or under the Company's seal; and

11.1.2 take or procure to be taken any act or step considered by him or her in his or her absolute discretion to be necessary, desirable or expedient,

in connection with any of the foregoing or for the purposes of approving or implementing any aspect, part, step or matter connected with Completion and/or the Documents (as the same may be amended or altered).

11.2 **IT WAS RESOLVED** that to the extent that any documents, acts and/or things have already been implemented or carried out by or on behalf of the Company in connection with the matters approved by this meeting, such documents, acts and/or things be and are hereby authorised and ratified.

12. END OF MEETING

12.1 As there was no other business the chairman then declared the meeting closed.

DocuSigned by:
Jitesh Sodha
1A0CF24C7EB7416

Chairman



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **6409113**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

SPIRE PROPERTY 17 LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

NWI CHESHIRE LIMITED

Given at Companies House on **18th January 2022**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**