

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

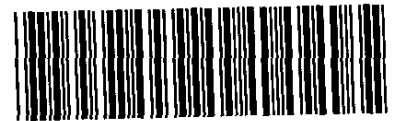
**DAVES CHEMIST LTD**

(a company registered in England and Wales no. 06675718)

(the "Company")

**WRITTEN RESOLUTION  
OF  
MEMBERS**

THURSDAY



\*A7DX9JD6\*

A16

06/09/2018

#338

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution (the "**Resolution**"), the signatories hereto acknowledging that a copy of the documents referred to therein was submitted to them at or before the time this proposed resolution was submitted to them.

**SPECIAL RESOLUTION**

That notwithstanding the interests of the directors of the Company, it was resolved that:

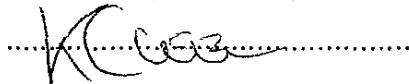
- (a) the directors of the Company be and hereby are authorised and permitted to vote on and be counted in a quorum at any meeting at which the Guarantee, the Debenture and the Legal Charge (all defined below) and any related matters are considered notwithstanding that the directors may have an interest in the Guarantee, the Debenture and the Legal Charge being entered into by the Company by being a party whose liabilities to the Bank (defined below) are being guaranteed and secured by the Debenture and the Legal Charge
- (b) an unlimited omnibus guarantee and set off agreement (the "**Guarantee**") to Lloyds Bank PLC (the "**Bank**") in respect of the liabilities now or hereafter due, owing or incurred from or by Knight Noise Limited, Allcures Plc, Aliwarehouse & Logistics Limited, Zodiac Health Ltd, Allcuresdotcom.Limited, Allkare Limited, and Allcures.com(2006) limited to the Bank be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of Guarantee as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit);
- (c) a debenture (the "**Debenture**") in favour of the Bank creating fixed and floating charges over the whole assets of the Company to secure repayment to the Bank of all monies and liabilities at any time due, owing or incurred by the Company to the Bank including, without limitation, pursuant to the Guarantee be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Debenture as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit); and
- (d) a legal charge (the "**Legal Charge**") in favour of the Bank creating charges over part of Purfleet care centre tank hill Road Purfleet essex and certain other assets of the

Company to secure repayments to the Bank of all monies and liabilities at any time due, owing or incurred by the Company to the Bank including, without limitation, pursuant to the Guarantee be approved and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Legal Charge as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit).

#### **AGREEMENT TO THE WRITTEN RESOLUTION**

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

The undersigned, being all persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.

.....  


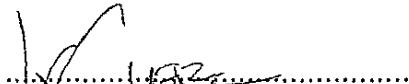
Signed by

**Bimal Dave, by its Attorney**

..... 31-8-18 .....

**Date of signature**

**Allcures plc acting by its Director**

.....  


Signed by

**Urmila Dave, by her Attorney**

..... 31-8-18 .....

**Date of signature**

**Allcures plc acting by its Director**