

**Company number: 07351100**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

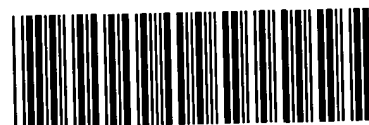
**TFS HEALTHCARE LIMITED**

**(Company)**

**04.02.2021**

**Circulation date:**

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COMPANIES HOUSE

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolutions are proposed as ordinary resolutions and as a special resolution (as applicable) of the Company:

**ORDINARY RESOLUTIONS**

1. **THAT** the execution (including by way of electronic signature), delivery and performance by the Company of the documents listed in Appendix 1 to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
2. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.
3. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.

**SPECIAL RESOLUTIONS**

That the Articles of Association of the Company be altered by the addition of new Articles 34 and 35 below the existing Article 33 the following terms:

"34. Notwithstanding anything contained in these Articles:

(A)


- (1) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (2) the directors of the Company shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:
  - (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security; or
  - (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security; or
  - (c) duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares;


- (B) a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts; and
- (C) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article.

35.

Notwithstanding anything contained in these Articles, the directors of the Company be entitled to vote and form part of the quorum present at a meeting of directors of the Company, or participate in any unanimous decision (whether made in writing or otherwise), in respect of any matter in which that director has, directly or indirectly, an interest or duty which conflicts (or may conflict) with the interests of the Company, provided he has previously disclosed the nature and extent of such interest or duty in accordance with the requirements of the Companies Act 2006."

The undersigned, being the sole person eligible to vote on the above resolution on the circulation date hereby irrevocably agrees to that resolution.

DocuSigned by:  
  
.....  
Benjamin Michael Cabbage  
Date: 04.02.2021

DocuSigned by:  
  
.....  
Andrew Yetzes  
Date: 04.02.2021

**NOTE:**

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution please ensure that your agreement reaches us before that date.

## APPENDIX 1 – DOCUMENTS

- a facility agreement made between (1) TFS Holdco Limited (the **Borrower**), (2) the entities listed in Schedule 1 as original guarantors (including the Company) and (3) Investec Bank plc as lender (the **Lender**);
- a debenture pursuant to which the Company would charge all its undertaking, property and assets both present and future to the Lender;
- a guarantee with the guarantors listed in Schedule 1 thereto (the **Guarantors**) and the Lender, pursuant to which each Guarantor would guarantee the Borrower's and each other Guarantor's obligations and liabilities to the Lender;
- a deed of subordination between (1) the Borrower, (2) the entities listed in Schedule 1 as the group companies (including the Company), (3) Benjamin Michael Cambage as shareholder, (4) the persons listed in Schedule 2 as original subordinated creditors (including the Company) and (5) the Lender and Investec Capital Solutions No.1 Limited (**ICS**) as senior lenders;
- a confidential sales finance agreement (together with the standard conditions) to be entered into between (1) the Company and (2) ICS;
- a debenture pursuant to which the Company would charge all its undertaking, property and assets both present and future to ICS;
- a guarantee with the companies listed in the schedule thereto (the **ICS Companies**) and ICS, pursuant to which each ICS Company would guarantee the Company's and each other ICS Company's obligations and liabilities to ICS; and
- a certificate to the Lender, certifying certain information about the Company (as more specifically described therein).