

Company number 07852159

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALIGN AND SMILE LIMITED ("Company")



Circulation Date: 24th MARCH 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company propose that the Special Resolutions below are passed:

1. **THAT** the current restrictions contain within Article 14(1) of the Articles of Association should be disapplied to allow conflicted directors to vote and be counted towards the quorum;
3. **THAT** the purchase by the Company of the goodwill, equipment, fixtures and fittings of the NHS PDS orthodontic practice currently carried on by Sabena Bhuiyan for the sum of £500,001.00 payable to Sabena Bhuiyan pursuant to the terms of an asset purchase agreement to be entered into between (1) the Company ("the Buyer") and (2) Sabena Bhuiyan ("the Seller") at completion, which constitutes a substantial property transaction referred to in section 190(1) (a) of the Companies Act 2006, be approved; and
4. **To approve** the acceptance of the loan on the terms set out below from the director Sabena Bhuiyan (**the Director**), such loan being in the best interest of the Company and necessary to provide the purchase monies for the purchase of the assets of the Practice formerly carried out by the Director, ensure continued cash flow to the Company and to avoid the possibility of insolvency in the foreseeable future. The terms of the loans are as follows:
 - a) **Sums:**

£500,001.00 from the Director or such other lesser or greater amount as agreed between the Company and the Director from time to time;
 - b) **Interest:** Interest will be due from the Company to the Director at a rate or rates to be agreed from time to time between the Company and the Director from time to time;
 - c) **Repayment:** The loan Sum shall be payable to the Director on demand.

4.1 After considering all the circumstances and on being satisfied that it is in the best interest of the Company for the purpose of carrying on its business, the shareholder resolves to approve the loan.

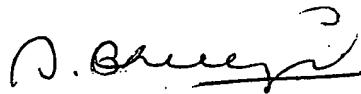
4.2 That with reference to section 175 of the Companies Act 2006 the Director may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation on reasonable notice) authorise, to the fullest extent permitted by law any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (which expression when used in this resolution includes a conflict of interest and duty and a conflict of duties).

AGREEMENT

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

The undersigned, the persons entitled to vote on the above resolutions hereby irrevocably agree to the Resolutions:

Signed



Name:

DR S. BHUIYAN

Date:

24TH MARCH 2021

NOTES

You can choose to agree to the Resolutions or not. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to ajh@meadeking.co.uk

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.