

**COMPANIES HOUSE COPY**

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

GRACEWELL HEALTHCARE 3 LIMITED

(the "Company")

SATURDAY



A12      "A46JWW9C"      #107  
02/05/2015  
COMPANIES HOUSE

Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Dated 27 March 2015

By a written resolution of the sole member of the Company made on the above date pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was passed as if the same had been duly agreed and passed by the Company in general meeting:

**Ordinary Resolution**

THAT, the directors of the Company are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company at such times and generally on such terms and subject to such conditions as they think fit, except that this general authority:

- (a) not permit the directors of the Company to allot ordinary shares or rights to subscribe for or convert any security into ordinary shares with a nominal value exceeding £100.00 (constituting 100 ordinary shares of £1.00 each); and
- (b) unless previously renewed, varied or revoked by the Company in a general meeting, will expire on the date which is five years from the date of this resolution, save that the directors may, after this authority expires, allot relevant securities pursuant to an offer or agreement made by the Company before such authority expired

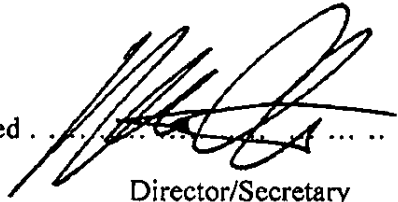
**Special Resolution**

THAT, subject to the passing of the Ordinary Resolution, in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Ordinary Resolution as if section

Company No 08210882

561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date which is five years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed . . . . .



Director/Secretary