

Company number 10128038
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

GIBSON PROPCO LIMITED (Company)

24 April 2018 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

The Company's directors be directed under article 6.1 of the Company's articles of association to terminate the loan agreement dated 19 April 2018 that formalised the unsecured loan of £1,719,754 made by the Company to Hastings Court Limited (company no. 05980520) (the Loan) and to waive repayment of the Loan, irrespective of any direct or indirect interest the Company's directors may have in the proposed transaction and related arrangements that might otherwise give rise to a conflict.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by STEPHEN PEREIRA,
director on behalf of Gibson Bidco
Limited:

[Signature]
Director

Date:

24 April 2018



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Stephen Joseph Pereira at 5 Welbeck Street, London, United Kingdom, W1G 9YQ
- **Post:** returning the signed copy by post to Stephen Joseph Pereira at 5 Welbeck Street, London, United Kingdom, W1G 9YQ.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to stephen@oaklandprimecare.com.

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

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by the date falling 28 days from the Circulation Date, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.