

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ST. JAMES'S ONCOLOGY FINANCING PLC

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed as a special resolution as detailed below:

SPECIAL RESOLUTION

That the Company's articles of association be amended by insertion of a new article 80.4 as follows:

"80.4 Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register the transfer of a share (whether or not it is a fully paid share):

80.4.1 to any bank, financial institution or other person in whose favour any such share has been charged or assigned by a member by way of security (or to any nominee of, or to any person acting as agent or security trustee for, any such bank, financial institution or other person (a "Secured Institution"); or

80.4.2 delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share; or

80.4.3 executed by a Secured Institution pursuant to a power of sale or other powers conferred by or pursuant to such security or by law,

and may not suspend the registration of any such transfer and, furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor, or proposed transferor, of any such share to a Secured Institution, and no Secured Institution, shall (in respect of any transfer referred to above) be required to offer any such share to the members for the time being of the Company or any of them and no such member shall have any right under the Articles or otherwise howsoever to require any such share to be transferred to that member whether for any valuable consideration or otherwise."

Circulation date: 27 March 2017

Registered office: C/O Albany Spc Services Ltd,
3rd Floor
3-5 Charlotte Street
Manchester, United Kingdom, M1 4HB

Agreement to written resolution

THURSDAY



R63SHU7K
RM 06/04/2017 #15
COMPANIES HOUSE

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE 04/04/2017
SIGNED DLA PIPER LLP
DLA PIPER (UK) LLP

ATTENTION
COMPANIES HOUSE

ST. JAMES'S ONCOLOGY FINANCING PLC

("Company")

Company no. 10687398

WRITTEN RESOLUTION: CIRCULATED ON

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

- 1.1 This document contains a proposed written resolution of St. James's Oncology Financing plc for approval by you as a member of the Company. Resolution 80.4 is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by 24 April 2017 (being 28 days from the date the resolution was first circulated to members), the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

- 3.1 Please signify your agreement to the resolution by:

3.1.1 completing your details and signing and dating the document in the boxes provided and returning it to the Company in one of the following ways:

3.1.1.1 by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the Company secretary; or

3.1.1.2 by scanning your signed and dated document, attaching it to an email and sending it to Ailison.Mitchell@albanyspcs.com. Please enter "Written resolutions circulated on 27 March " in the e-mail subject box.
2017

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on .

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.

For individual member:

Name of member: <i>Block capitals please</i>	Dated:
Signed:	

For corporate member:

Name of corporate member:	ST JAMES'S ONCOLOGY SITE HOLDINGS LTD <i>Block capitals please</i>	Dated: 27/3/17
Name and position of signatory:	WALLY WILSON <i>Block capitals please</i> KEN GILLESPIE	
Signed by authorised person on behalf of corporate member:	 	