

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number 11341173

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PRIORY CC14 LIMITED (the "Company")

passed on 2019

6 March

FRIDAY



A15 *A80S000P* 08/03/2019 #256
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as written resolutions of the Company:

SPECIAL RESOLUTION

- 1 That the articles of association of the Company be amended by the addition of the following new article 60 and that the existing articles of association of the Company be renumbered accordingly:

"SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY"

Article 60.1- *Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register, nor suspend nor delay the registration of, any transfer of any Share (whether or not it is a fully paid Share):*

60.1.1 *to any bank, financial institution or entity providing any credit or loan facility to the Company or Priory CC13 Limited (in its own capacity or as agent, trustee or otherwise) to which any such Share has been mortgaged or charged by way of security (a "Secured Institution"), or to any nominee of any Secured Institution pursuant to such security (a "Nominee"); nor*

60.1.2 *executed by a Secured Institution or a Nominee pursuant to the power of sale or other power conferred pursuant to such security or by law,*

and no:

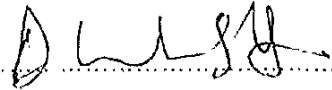
60.1.3 *transferor or proposed transferor of any Share to a Secured Institution or Nominee;*

60.1.4 *Secured Institution or Nominee; or*

60.1.5 *receiver or manager appointed by or on behalf of a Secured Institution or Nominee,*

shall be required to offer any Share that is the subject of any such transfer to the Members or any of them, and no such Member shall have any right under these Articles to require any such Share to be transferred to it, whether for consideration or not.

Article 60.2: *Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."*

A handwritten signature in black ink, appearing to be 'D. L. S. H.', written over a dotted line.

Director