

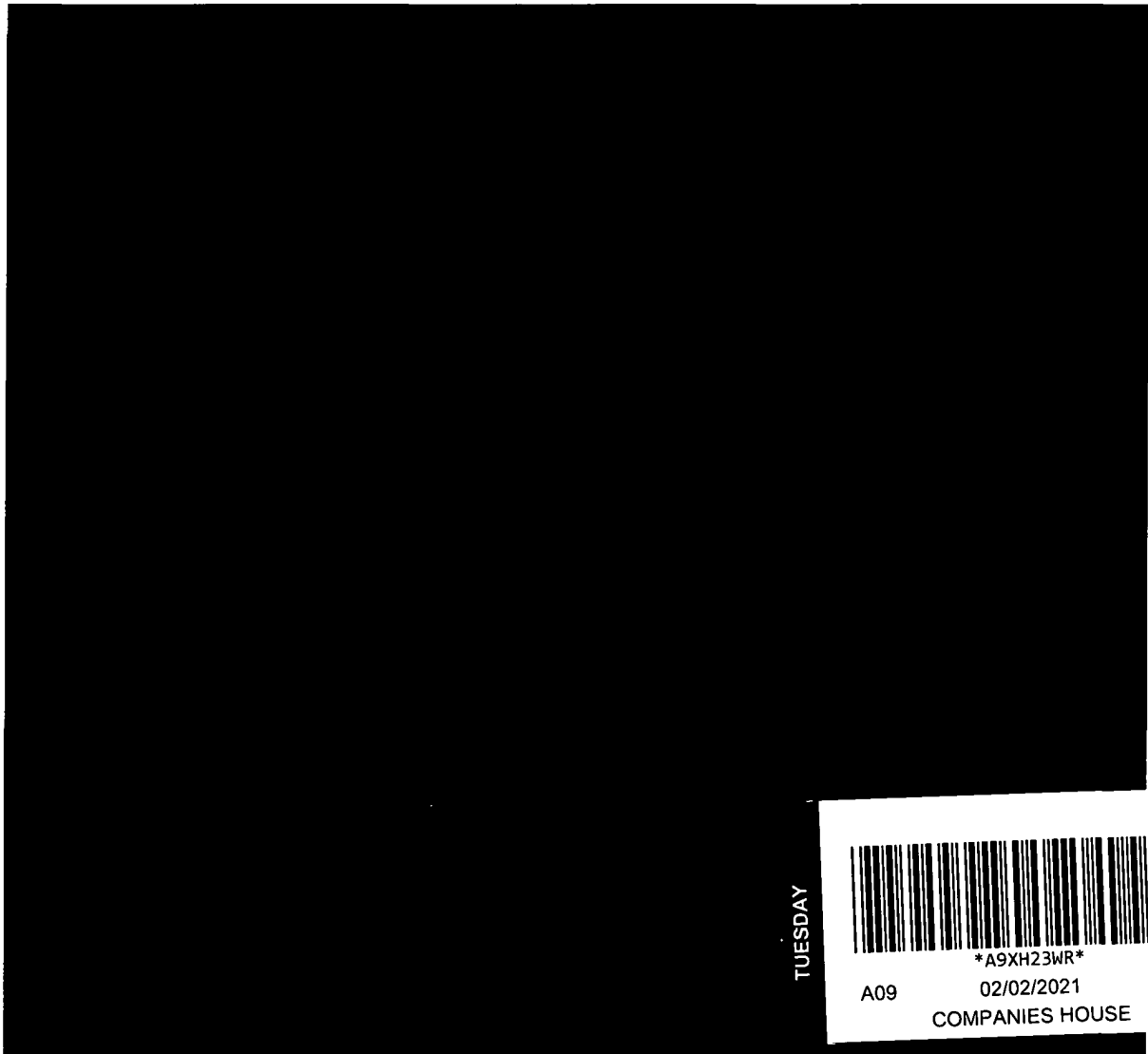
Company number 12207829

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
TOWERVIEW HEALTHCARE DEVELOPMENTS LIMITED
(the "Company")

Written Resolutions of the Company

Circulation Date: 22 January 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Ordinary Resolutions"):



TUESDAY



A09

02/02/2021

#362

COMPANIES HOUSE

SPECIAL RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Special Resolutions" and, together with the Ordinary Resolutions, the "Resolutions").

1. **THAT** a new article 26(6) shall be inserted into the Company's articles of association as follows:

"26(6). Notwithstanding anything contained in these Articles:

(A) **A**

- (1) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (2) the directors of the Company shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:
 - (a) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security; or
 - (b) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security; or
 - (c) duly executed by a receiver or manager appointed by or on behalf of such bank or institution pursuant to any security document which creates any security interest over such shares;

(B) a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts; and

(C) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article."

2. **THAT** the amendment to the Company's articles of association as set out above, in the form of the annexed draft attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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

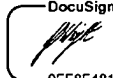
The undersigned, the sole member of the Company entitled to vote on the written resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

James Weight

Signed by

(print name of signatory)

for and on behalf of

DocuSigned by:

.....0FF8F481DC5B4BB.....

TOWERVIEW HEALTHCARE GROUP LTD

Date:

22 January 2021
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NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods: -

By Hand: delivering the signed copy to: David Jolly at TOWERVIEW HEALTHCARE DEVELOPMENTS LIMITED, C/O Bridge, Burton & Trent Court, Ashby Road, Burton-On-Trent, England, DE15 0LB.

Post: returning the signed copy by post to: David Jolly at TOWERVIEW HEALTHCARE DEVELOPMENTS LIMITED,, C/O Bridge, Burton & Trent Court, Ashby Road, Burton-On-Trent, England, DE15 0LB

E-mail: by attaching a scanned copy of the signed document to an email and sending it to david.jolly@weightpartners.com. Please enter "Written Resolutions" in the e-mail subject box.

2. 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.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, by 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.