

Company number SC228623

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION of RIGHT MEDICINE PHARMACY LIMITED (Company)

At Aberdeen on 11/10/2018  
Certified as a true copy of the original.  
original examined by me  
Denny Anderson  
Solicitor and Notary Public  
5-9 Bon Accord Crescent  
Aberdeen  
AB11 6DN

28 September 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that the resolution below is passed as an ordinary resolutions (**Resolution**):

#### ORDINARY RESOLUTION

1. THAT the terms of, entering into and delivery of the security confirmation letter by the Company, Web Pharmacy Limited, John Kennedy (Pharmacy) Limited and AMR Drug Co. Ltd. (together the **Obligors** and each an **Obligor**) addressed to Bank of Scotland Plc (**Bank**) and confirming that:-

- i. the standard security by the Company in favour of the Bank over all and whole the property known as 2 Main Street, Winchburgh, Broxburn registered under Title Number WLN21097 created on 27 May 2013 and registered at Companies House on 29 May 2013;
- ii. the standard security by the Company in favour of the Bank over all and whole the property known as 71 Newton Church Road, Danderhall, Dalkeith registered under Title Number MID42167 created on 27 May 2013 and registered at Companies House on 29 May 2013;
- iii. the standard security by the Company in favour of the Bank over all and whole the property known as 32A Main Street, Cowie, Stirling registered under Title Number STG61275 created on 27 May 2013 and registered at Companies House on 29 May 2013;
- iv. the bond and floating charge by the Company in favour of the Bank created on 7 May 2013 and registered at Companies House on 24 May 2013,

remain in full force and effect and are continuing securities for the liabilities of the Company and each other Obligor to the Bank, be and are hereby approved (the **Existing Security Confirmation Letter**).

2. THAT the entering into and delivery of the Existing Security Confirmation Letter is likely to be of material commercial benefit to, in the best interests and promote the success of the Company and each other Obligor (the Company being the parent of WPL and WPL being the parent of each of AMR and JKP) and for the benefit of its members which would result from the continued provision of existing loan facilities by the Bank to WPL (this being conditional on the provision of the Existing Security Confirmation Letter by the Obligors).
3. THAT the Company's assets will exceed its liabilities both before and after the grant of the Existing Security Confirmation Letter by it.
4. THAT any director of the Company or the secretary of the Company be and are hereby authorised to approve the terms of, and the transaction contemplated by, the Existing Security

FRIDAY



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## NOTES

1. If you agree to 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 methods:

- **By Hand or post:** delivering the signed copy by hand or by post to Ritchie Whyte at Aberdeen Considine & Co. 5-9 Bon Accord Crescent, Aberdeen AB11 6DN.
- **Fax:** faxing the signed copy to 01224 337466 marked "For the attention of Ritchie Whyte".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [rwhyte@acandco.com](mailto:rwhyte@acandco.com). Please enter "Written resolution – Right Medicine Pharmacy Limited" in the e-mail subject box.

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 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

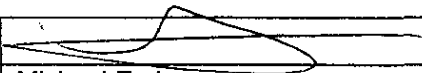
Confirmation Letter and with such amendments as any such director of the Company or the secretary of the Company, in his/her sole discretion, may approve and that (i) any two directors of the Company, (ii) any director of the Company and the secretary of the Company, or (iii) any director of the Company or the secretary of the Company, in the presence of a witness, be and are hereby approved and authorised to execute the Existing Security Confirmation Letter on behalf of the Company in the form so approved.


## AGREEMENT


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


I/We the undersigned, a person entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

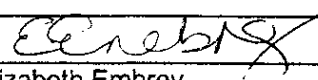
Signed by:

Signature	
Print Name	Michael Embrey
Date	

Signature	
Print Name	Jonathan Burton
Date	

Signature	
Print Name	Noel James Wicks
Date	

Signature	
Print Name	Rebecca Wicks
Date	

Signature	
Print Name	Elizabeth Embrey
Date	