

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

-OF-

ANNLEN LIMITED  
(the "Company")

Circulation date: 13 February 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolution (the "Resolution") is passed as a special resolution:

SPECIAL RESOLUTION

1. Alteration of Articles of Association

1.1 THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 11:

"Notwithstanding anything contained in these Articles:

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise or any right to require that any shares be transferred to them whether for consideration or otherwise shall not apply to,
- (b) the directors shall not decline to register, nor suspend or delay registration of, and
- (c) any restrictions on the transfer of shares in the Articles shall not apply to,

any transfer of shares where such transfer is:

- (i) in favour of any bank or institution or other person (or any nominee or delegate of such bank or institution) (or a person or other person acting as agent or security trustee for such bank or institution) to whom such shares are being transferred by way of security (the "Secured Institution"), or
- (ii) duly executed by any Secured Institution 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,
- (iii) duly executed by a receiver appointed by a Secured Institution pursuant to any security document which creates any security interest over such shares, or
- (iv) delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares,

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and a certificate by any official of such Secured 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."

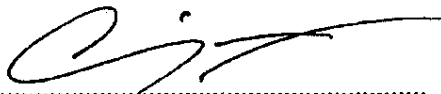
- 1.2 **THAT**, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 9:

"Notwithstanding anything contained in these Articles, 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 Secured Institution or a subsidiary of a Secured Institution or which are transferred in accordance with the provisions of this Article."

- 1.3 **THAT**, following the insertion of the amendments outlined in resolution 1.1 and 1.2 above, the numbering of the articles be updated accordingly.

2. This resolution shall have effect notwithstanding any provisions of the Company's Articles of Association.

I, the undersigned, being a person entitled to vote on the Resolution on 13 February 2017, hereby irrevocably agree to the Resolution.



**CAREWATCH CARE SERVICES LIMITED**  
as attorney for and on behalf of  
**Marion McLaren and Ian McLaren**

Date: 13.02 2017

## 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 in hard copy, by e-mail, or by fax or in electronic form.
  2. If by lapse date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
  3. 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.
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