

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTION OF THE SOLE MEMBER OF
HUB WEST SCOTLAND PROJECT COMPANY (NO.7) LIMITED

REGISTERED NUMBER: SC606100
(the "Company")

5 December 2019: (the "Circulation Date")

5 December 2019: (the "Approval Date")

SATURDAY



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COMPANIES HOUSE

I, the undersigned, being a director of the above Company, hereby note that:

- a. the following resolutions, each of such resolutions to have effect as a special resolution, were placed before the sole member of the Company in the form of a written resolution on the Circulation Date;
- b. pursuant to a share pledge granted to Norddeutsche Landesbank Girozentrale's ("Nord") in favour of hub West Scotland HoldCo (No.7) Limited ("HoldCo"), Nord are the holder of all of the ordinary shares of £1 each in the capital of the Company currently in issue;
- c. pursuant to a Form of Proxy issued by Nord dated 12 April 2019 appointing HoldCo as Nord's attorney to pass written resolutions, HoldCo are entitled to execute written resolutions of the Company;

and

- d. the requisite level of consent required to approve the resolutions was obtained by the Company on the Approval Date and therefore the resolutions were duly passed by HoldCo (acting as attorney for Nord) on that date.

SPECIAL RESOLUTIONS

- 1 THAT, in respect of the meeting (the "**Board Meeting**") of the Board of Directors of the Company held on or around 5 December 2019 in relation to the Company's participation in the amendment of the Project Agreement (insofar as it relates to the new health and care centre at Clydebank) entered into between the Company and Greater Glasgow Health Board (the "**Authority**") on 20 December 2018 for the financing, design, construction of and the provision of certain services in relation to new wards at Stobhill Hospital and new health and care centres in Greenock and Clydebank, together with any matters ancillary thereto (the "**Project Agreement Amendment**"), any matter relating to a director which would otherwise have been or be an infringement of a director's duty under the articles of association of the Company (the "**Articles**") or section 175 of the Companies Act 2006 and, specifically, the

following matters be and hereby are ratified and authorised pursuant to and in accordance with section 239 of the Companies Act 2006:-

attending and voting at the Board Meeting, in respect of which that director would otherwise have a conflict of interest by virtue of his being a director or other officer of or employed by or otherwise interested in any shareholder of the Company.

- 2 THAT, the directors of the Company are hereby authorised to take any action or enter into any documents in connection with the funding relating to the Project Agreement Amendment as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents, including but not limited to any documents required by Nord/LB Luxembourg S.A. Covered Bond Bank or Norddeutsche Landesbank Girozentrale as a condition of such funding.


Director