

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**SMILE CARE SOUTH PPP LIMITED**

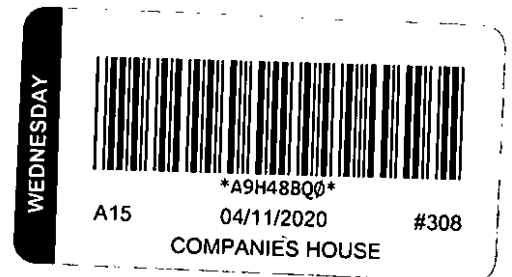
(a company registered in England and Wales no. 11227322)

(the "Company")

**WRITTEN RESOLUTION**

**OF**

**MEMBERS**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution (the "**Resolution**"), the signatories hereto acknowledging that a copy of the documents referred to therein was submitted to them at or before the time this proposed resolution was submitted to them.

**SPECIAL RESOLUTION**

That notwithstanding the interests of the directors of the Company, it was resolved that:

- a) the entry into by the Company of a cross company guarantee to be made between the Company, Smile Dental Ltd, AVSmile Properties Ltd, Smile Care Eastleigh Ltd, Smile Care Havant Ltd, Smile Care Hold (UK) Ltd, AVSmile Holding Properties Ltd, AVSmile Holding LTD and SCA Trafalgar Limited in favour of Wesleyan Bank Limited (the "**Bank**") (the "**Guarantee**") be and is hereby approved, will promote the success of the Company for the benefit of the members as a whole and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Guarantee as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit).

- b) a debenture to be executed as a deed by the Company in favour of the Bank under which the Company would grant security over its rights, undertaking, property and assets to secure the Company's obligations to the Bank ("Debenture") be and is hereby approved, will promote the success of the Company for the benefit of the members as a whole and that any two directors or any one director and the company secretary or any one director in the presence of a witness be authorised to execute the form of the Debenture as a deed (with such amendments thereto as they in their absolute and unfettered discretion shall think fit).

## AGREEMENT

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

The undersigned, being all persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.

Signed by JASWINDER SINGH .....  
DHARIWAL

Date

30th October 2020

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to SMILE CARE SOUTH PPP LIMITED at C/O Smile Dentalcare, 24 High Street, Slough, Berkshire, SL1 1EQ.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to have agreed to the Resolution by failing to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolution to pass, the Resolution will lapse. If you do agree to the Resolution, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by SMILE CARE SOUTH PPP LIMITED at C/O Smile Dentalcare, 24 High Street, Slough, Berkshire, SL1 1EQ within 28 days of the Circulation Date.
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.