

Company number 07480152

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Priory Group No. 1 Limited
(the "Company")

16 February 2016 (the "Circulation Date")

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

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") be generally and unconditionally authorised to exercise all of the powers of the company to allot 2 D Ordinary shares of £0 001 each in the Company (the "Shares") to Whitewell UK Investments 1 Limited ("**WW UK Investments**") in connection with certain steps relating to the proposed acquisition by WW UK Investments of the entire issued share capital of the Company pursuant to a sale and purchase deed dated 31 December 2015 (as amended on 8 January 2016) (the "**Transaction**").
- 1.1 This authority shall, unless renewed, varied or revoked by the Company, expire on 31 April 2016 save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted and the Directors may allot Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 and article 11 of the Company's articles of association did not apply to any such allotment, provided that this power shall:
- 2.1 be limited to the allotment of Shares to WW UK Investments in connection with certain steps relating to the Transaction; and
- 2.2 expire on 31 April 2016 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such



offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed by Chris Howard duly authorised for and on behalf of **Whitewell UK Investments 1 Limited** as attorney for **Advent Therapy (Luxembourg) S.à r.l.**

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Signed by Chris Howard duly authorised for and on behalf of **Whitewell UK Investments 1 Limited** as attorney for **Advent Miro Luxembourg Holding S.à r.l.**

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Signed by Chris Howard duly authorised for and on behalf of **Whitewell UK Investments 1 Limited** as attorney for **Appleby Trust (Jersey) Limited (as trustee of the Priors Equity Plan Employee Trust)**

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Notes

- 1 If you agree to 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 Matt Kinghorn at Stephenson Harwood LLP, 1 Finsbury Circus, London, EC2M 7SH.
 - **Post** returning the signed copy by post, marked for the attention of Matt Kinghorn at Stephenson Harwood LLP.
- 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 the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for a Resolution to pass, it will lapse. If you agree to a Resolution, please ensure that your agreement reaches us before or during this date.
- 5 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
- 6 A copy of the Resolutions has been sent to the Company's auditors