

NHP LIMITED
(Company number 2798607)

(THE "COMPANY")

FRIDAY

COMPANIES HOUSE



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A3L3KT6Z

21/11/2014

#82

WRITTEN RESOLUTIONS OF SHAREHOLDER

CIRCULATION DATE *12 November* 2014

We, the undersigned, being the sole "eligible member" of the Company (as defined in Section 289 of the Companies Act 2006) who, at the Circulation Date, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following resolutions as ordinary resolutions

- 1 **THAT** the terms of the transactions contemplated by the Documents (as defined in the draft minutes of the meeting of the board of directors of the Company annexed to these written resolutions (the "**Board Minutes**") (and any other agreement or document in connection therewith) and the performance of the Company of its obligations under the Documents (and any other agreement or document in connection therewith) to which it is a party are hereby approved
- 2 **THAT** the entry into or performance by the Company of the Documents (and any other agreement or document in connection therewith) is in the best interests and for the corporate benefit of the Company
- 3 **THAT**
 - (a) any director of the Company (or in the case of any document to be executed by the Company under seal or as a deed, any director and the secretary of the Company or any two directors) be authorised to execute the Documents on behalf of the Company, with such amendments thereto as such officer(s) or person shall in his absolute discretion think fit, and
 - (b) any director or the secretary of the Company, either singly or with any other director of the Company in the case of a deed, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the accession, execution or performance by the Company to or of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith
- 4 **THAT** these resolutions shall have effect notwithstanding any provision of the Company's articles of association and for the avoidance of doubt, article 120 1 of the articles of association shall be disapplied for the purposes of the transactions contemplated by the Documents

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by deleting the existing articles 34, 35, 36, 128, 129 and 130

Signed by its duly authorised representatives

Signed

A handwritten signature in black ink, appearing to be 'PL' followed by a flourish.

for and on behalf of

LIBRA CARECO LIMITED

Date 12 November 2014

NOTE

Unless sufficient agreement has been received within the period of 28 days beginning with the Circulation Date, these resolutions will lapse. If you agree to these resolutions, please indicate your agreement by signing this document where indicated above and return it to the Company within that period.