

**PCT HEALTHCARE LIMITED**

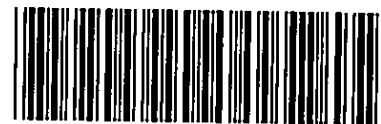
Registered in England with Company Number 01768840

(the "Company")

**ORDINARY RESOLUTIONS BY  
WRITTEN RESOLUTION**

(Circulation Date: 12 February 2016)

- 1 We, being the sole members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company, hereby unanimously **RESOLVE** that the following resolutions be passed as written resolutions of the Company in accordance with chapter 2 part 13 of the Companies Act 2006 and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at general meeting of the Company duly convened and held:
- 1.1 **THAT** the Company be authorised to and it is in the best interest of the Company to enter into, deliver and perform the documents referred to below (as the same may be amended, varied, supplemented or substituted from time to time) (the "Documents") and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the director) any director of the Company be and is hereby empowered, authorised and directed to complete and enter into the Documents:
- 1.1.1 a £68,250,000 sterling term loan facility was proposed to be made available pursuant to the terms of a facility agreement to be entered into between among others (1) PCT Healthcare (Holdings) Limited (CRN 06399469) (the "Parent"), (2) the Parent, the Company and certain of the subsidiaries of the Parent, as referred to in clause 1.1.2 below, as guarantors and (3) the Royal Bank of Scotland Plc as Arranger, Agent and Security Agent and National Westminster Bank Plc as Original Lender (the "Facility Agreement");
- 1.1.2 a cross guarantee in favour of the Original Lender (the "Guarantee") to support the obligations of all other companies listed therein, being:
- (i) the Parent,
  - (ii) Sawley Investments Limited (CRN: 08094522);
  - (iii) Manor Drug Company (Nottingham) Limited (The) (CRN: 00923390);
  - (iv) Cox and Robinson (Chemists) Ltd (CRN: 00316674);
  - (v) W R. Evans (Chemist) Limited (CRN: 00664125);
  - (vi) the Company,



- (vii) PCT Healthcare (Properties) Limited (CRN: 06473541);
- (viii) P & A J Cattee (Wholesale) Ltd (CRN. 00803095);
- (ix) Andersons Investments Limited (CRN: 03183604);
- (x) Grasmere Leigh Limited (CRN: 01189618); and
- (xi) Medex Health Limited (CRN: 05405406);

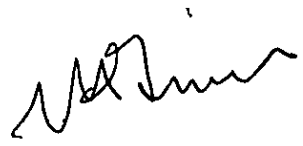
each an “Obligor” and together the “Obligors”;

- 1.1.3 an intercreditor agreement between amongst others the Obligors;
  - 1.1.4 a debenture in favour of the Security Agent to support all of the Company’s obligations and liabilities of the Parent to the Finance Parties (as defined in the Facility Agreement);
  - 1.1.5 an overdraft agreement (with net and gross limits specified therein) made between the Company and P & A J Cattee (Wholesale) Ltd and provided by National Westminster Bank Plc acting through The Royal Bank of Scotland Plc;
  - 1.1.6 a directors’ certificate to be signed by one director of the Company (“Directors’ Certificate”); and
  - 1.1.7 any other document or notice in connection with the above documents.
- 1.2 THAT the directors of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company’s memorandum of association and articles of association or any personal interest of any of the Company’s directors (and any action taken by a director prior to the date of this meeting in respect of the Documents, including the execution thereof, is hereby ratified).

If you agree to the above resolutions, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

We, the undersigned, being members entitled to vote on the above resolutions on 12 February 2016, **IRREVOCABLY AGREE** to the above resolutions and authorise the Company to enter into the documentation set out in the above resolutions:

Signed by



duly authorised signatory for and on  
behalf of **PCT Healthcare (Holdings)**  
**Limited**

Date

12 February 2016

**Notes:**

- 1 You may choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods:  
  
By hand. by delivering the signed copy to the company secretary at the Company's registered office.  
  
By post: by returning the signed copy by post to the company secretary at the Company's registered office.
- 2 If you do not agree to all of 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 sufficient agreement has been received for the resolutions to pass within 28 days beginning with the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the expiry of 28 days beginning with the Circulation 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.