

Company no. 07543112

Private company limited by shares

Written resolutions

of

RECOVERY WEB SOLUTIONS LIMITED

(the "Company")

17

September 2020 (the "Circulation Date")

1. Preamble

- 1.1 We, the undersigned, being the sole member of the Company who, at the date of circulation of these resolutions, is entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve to pass the following resolutions below by way of written resolutions pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006, and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. The ordinary resolutions set out in resolution 2 (Ordinary Resolutions) below (the "**Ordinary Resolutions**") are passed as ordinary resolutions of the Company and the special resolution set out at resolution 3 (Special Resolution) below (the "**Special Resolution**") is passed as a special resolution.
- 1.2 Capitalised terms used and not otherwise defined in the Ordinary Resolutions shall have the meanings given in the resolutions of the board of directors of the Company scheduled to these written resolutions in draft form (the "**Board Resolutions**").
- 1.3 **WHEREAS** it was proposed the Borrower, the Company and the Lenders would enter into an English law governed facilities agreement recording the terms upon which the Facilities were being made available to the Borrower, to be entered into by, amongst others, UK Addiction Treatment Group Limited as Borrower, the Company as Guarantor and Met SPV Holdings, LLC as Original Lender ("**Facilities Agreement**"). In connection with the Facilities Agreement, it was also proposed that the Company would provide the Documents.

2. Ordinary Resolution

- 2.1 **THAT** the entry into, and the terms of the transactions contemplated by Documents is approved, in each case, with such amendments as any Director of the Company may in their absolute discretion approve.
- 2.2 **THAT** the entry into or performance by the Company of the Documents is in the best interests and for the corporate benefit of the Company and would promote the success of the Company for the benefit of its members as a whole;
- 2.3 **THAT** any director of the Company be and is hereby authorised to execute the Documents on behalf of the Company (subject to such amendments and modifications mentioned in paragraph 2.1 above);
- 2.4 **THAT** the Directors are hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall in their discretion deem necessary or appropriate;

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COMPANIES HOUSE

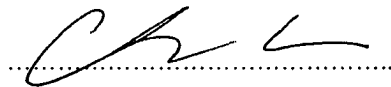
- 2.5 **THAT** all other transactions, documents and matters set out in the Board Resolutions are approved;
- 2.6 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Directors of the Company contained in or incorporated by reference in the Company's articles of association, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions;
- 2.7 **THAT** the Directors of the Company be instructed to arrange for:
- 2.7.1 all necessary filings and entries to be made in the books and registers of the Company; and
- 2.7.2 all appropriate forms and documents to be filed at Companies House.
3. **Special Resolution**
- 3.1 **THAT** the draft articles of association attached to this resolution be and are hereby adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

Important:

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

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date hereof, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution.

Signed:



Director,

UK Addiction Treatment Group
Limited

Date:¹⁷ September 2020

Notes

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to Avonhurst Legal Services LLP by email emmanuel.amos@avonhurst.com (with a hard copy also to be posted to Avonhurst, 70 Pall Mall, London SW1Y 5ES (ref: Avonhurst, Emmanuel Amos)).
2. If you do not agree with 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, within 28 days of the Circulation Date, sufficient agreement has been received for the resolutions to pass, such resolutions will lapse. If you agree with the resolutions, 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.