



[PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE]

Company Number 03066903

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SHELTON CARE LIMITED (the "Company")

passed on 7 May 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolutions were duly passed as written resolutions of the Company:

SPECIAL RESOLUTION

That the articles of association of the Company be amended by the addition of the following new Special Article

"SHARES MORTGAGED OR CHARGED BY WAY OF SECURITY"

Special Article: Notwithstanding anything to the contrary contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of the Articles):

- (a) *the directors shall not decline to register any transfer of shares, nor may they suspect registration thereof, where such transfer:*
 - (i) *is to any bank or institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("Secured Institution") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or*
 - (ii) *is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
 - (iii) *is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or

its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise;

- (h) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article a)(i) above);*
- (v) the lien set out in these Articles shall not apply to shares held by a Secured Institution (as defined in Special Article (a)(i) above); and*
- (vi) any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company.*


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Director