

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Guardian Homecare UK Ltd. (the "Company")

Company number **04014602**

Circulation date: 14 September 2020

Resolutions

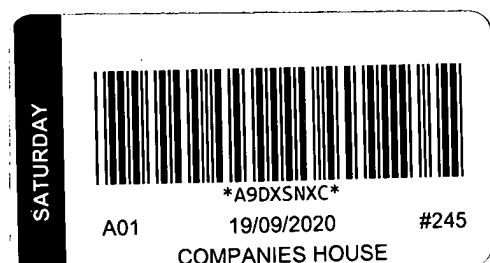
Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as ordinary resolutions of the Company.

Terms and expressions defined in the board resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in these minutes unless otherwise defined.

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

Ordinary Resolutions

- 1.1 THAT the execution, delivery and performance of the documents that the Company is proposing to enter into certain documents in connection with the financing arrangements to be entered into pursuant to the documents listed in the Annex to this written resolution (the "**Documents**"), the terms of the Documents and the transactions contemplated by the Documents are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
- 1.2 THAT the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
- 1.3 THAT these resolutions should have effect notwithstanding any provision of the Company's articles of association.
- 1.4 THAT notwithstanding any personal interest:
 - (a) 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 deliver the Documents on behalf of the Company, with such amendments thereto as such officer(s) 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 do all such acts, including to execute any deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.



Special Resolution

Pursuant to Chapter 2 Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below be passed as a special resolution of the Company.

THAT the articles of association of the Company be amended by inserting the following as a new Article 22(b) and a new Article 23(e) to be inserted:

"22(b) *"Notwithstanding anything contained in these Articles where a security interest has been granted over any share pursuant to a security agreement granted in favour of any bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise howsoever and the Company shall not claim any lien (howsoever arising) in respect of such share while such security interest remains unreleased. A certificate executed by the party to whom such security interest has been granted that such security interest remains unreleased shall be conclusive evidence of fact."*

"23(e) *"Notwithstanding anything contained in these Articles the directors and/or the company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact."*

Mike Goodban

SIGNED

For and on behalf of City and County Healthcare Group Limited

Date: 14 September 2020

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Ayanda Kweyama;
 - (b) by faxing it to Goodwin Procter (UK) LLP marked for the attention of Ayanda Kweyama; or
 - (c) by sending it as an attachment to an email to akweyama@goodwinlaw.com.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 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.

Annex

Documents

- 1 an accession deed in respect of (A) a facilities agreement dated 1 September 2020 entered into between, amongst others, (1) C&C Bidco Limited as the company, (2) C&C Holdco Limited, (3) the Original Lenders (as defined therein), (4) CSC Capital Markets (Ireland) Limited as agent (the "**Agent**") and (5) CSC Trustee Limited as the security agent (the "**Security Agent**") and (B) an intercreditor agreement dated 4 September 2020 entered into between, amongst others, (1) C&C Bidco Limited (2) C&C Holdco Limited (3) the Agent and (4) the Security Agent;
- 2 an accession deed in respect of a debenture dated 4 September 2020 to be entered into between, amongst others, (1) C&C Bidco Limited, (2) C&C Holdco Limited and (3) the Security Agent;
- 3 a director's certificate addressed to the Agent; and
- 4 any other documents, agreements, deeds, intercompany agreements, certificates, notices, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed at paragraphs (1) to (3) above.