

Company number 04582476

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARE MANAGEMENT GROUP (UK) LIMITED ("Company")

25 August

2021 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**").

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by way of a reduction of its share premium account to £1.00 and that the issued share capital of the Company be reduced from £8,851.40 to £8.8514 by cancelling and extinguishing capital as follows:

- (i) to the extent of £0.0999 on each issued fully paid up Ordinary A share of £0.10 each in the Company and reducing the nominal value of each issued fully paid up Ordinary A share from £0.10 to £0.0001;
- (ii) to the extent of £0.0999 on each issued fully paid up Ordinary B share of £0.10 each in the Company and reducing the nominal value of each issued fully paid up Ordinary B share from £0.10 to £0.0001;
- (iii) to the extent of £0.0999 on each issued fully paid up Ordinary C share of £0.10 each in the Company and reducing the nominal value of each issued fully paid up Ordinary C share from £0.10 to £0.0001;
- (iv) to the extent of £0.0999 on each issued fully paid up Ordinary D share of £0.10 each in the Company and reducing the nominal value of each issued fully paid up Ordinary D share from £0.10 to £0.0001;
- (v) to the extent of £0.0999 on each issued fully paid up Deferred share of £0.10 each in the Company and reducing the nominal value of each issued fully paid up Deferred share from £0.10 to £0.0001;

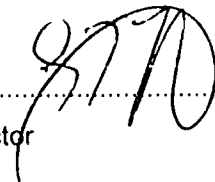
and the amount by which the share capital is so reduced be credited to a reserve.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date (that person also being the holder of the entire issued share capital of the Company which include all the Deferred, Ordinary A, Ordinary B, Ordinary C and Ordinary D shares), hereby irrevocably agrees to the Resolution:

Signed by **CARE MANAGEMENT GROUP
(ACQUISITION) LIMITED:**


.....
Director

25 August 2021
.....

Date:

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company's registered office at First Floor, Q4 The Square Randalls Way, Leatherhead, England, KT22 7TW (marked for the attention of Garry Fitton).

By Post: returning the signed copy by post to the Company's registered office at First Floor, Q4 The Square Randalls Way, Leatherhead, England, KT22 7TW (marked for the attention of Garry Fitton).

By Email: attaching a scanned copy of the signed document to an email and sending it to Garry Fitton at garry.fitton@achievetogether.co.uk (with Julian Sales copied at Julian.Sales@achievetogether.co.uk). Please enter Written Resolution 2021 in the email subject box.

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.