

Company number 05318363

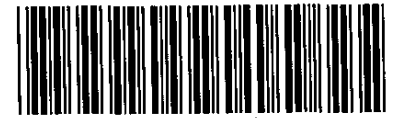
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MELROSE CARE LIMITED
(Company)

FRIDAY



A26 *A8HBH6Z7* 01/11/2019 #107
COMPANIES HOUSE

Circulation Date: 25 October 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions be passed as a special resolutions of the Company (**Resolutions**).

SPECIAL RESOLUTION

1. THAT, the articles of association of the Company be amended by inserting a new Article 12.2 and 12.3 as follows:

"12.2 Notwithstanding anything contained in these Articles, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution or asset based lender to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or asset based lenders or otherwise) (a Secured Institution), or to any nominee of such Secured Institution, pursuant to any such security;
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.

"12.3 Furthermore to article 12.2, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,


shall be required to offer the shares which are or are to be the subject of any such transfer and/or any transfer referred to in article 12.2 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 to require such shares to be transferred to them whether for consideration or not."

2 THAT, the existing articles of association shall be renumbered accordingly.

AGREEMENT

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

The undersigned, being the person entitled to vote on the above Resolutions on the above circulation date, hereby irrevocably agrees to the Resolutions:


signed by a director of **Smart Care Homes Limited**
under a power of attorneys dated
25 October 2019

25 October 2019

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 the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the registered office of the Company;
- **By Post:** returning the signed copy by post to the registered office of the Company.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. If sufficient agreement has not been received for the Resolutions to be passed within 28 days of the circulation date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before the expiry of this period.
4. 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.
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.