

Company number

06395927

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

OF

INTEGRA CARE HOMES LIMITED

(the **Company**)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 9 JULY 2019, the sole member of the Company agreed to the following resolution being passed as a special resolution.

Special Resolution

THAT the following article be inserted as the last article of the Company's Articles of Association:

PLEDGED SHARES

18.1 Notwithstanding anything to the contrary in or incorporated in these Articles or otherwise:

- (a) any pre-emption rights conferred on existing members of the Company or any other person and any other restrictions on, or conditions applicable to, the transfer of shares (in each case, whether contained or incorporated in these Articles or otherwise) shall not apply to; and
- (b) the directors of the Company will register and may not refuse to register nor suspend the registration of,

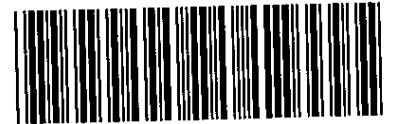
any transfer of shares where such transfer is:

(i) to:

(A) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits such Financial Institution; or

(B) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or

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receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security;

- (ii) delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; and / or
- (iii) executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.

18.2 Notwithstanding anything to the contrary in or incorporated in these Articles or otherwise, any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of Security to a Financial Institution or which are transferred in accordance with the foregoing provision.



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Director