
Company Name: **SANCTUARY CARE (Geffen) Limited**
(the "Company")

Company Number: 06788932

WRITTEN RESOLUTION

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 24 November 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution contained on **PAGE 2** of this document be passed as a special resolution within the meaning of section 283 of the Act.

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the resolution.

Dated: 24 November 2020


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By Order of the Board

Registered Address: Sanctuary House,
Chamber Court,
Castle Street,
Worcester,
England,
WR1 3ZQ

SPECIAL RESOLUTION

1 THAT the articles of association of the Company be amended as follows:

- (a) by the deletion of the existing article 11.3(a) in its entirety and the substitution for it of the following new article 11.3(a):

Subject to any restrictions on the distribution of profits imposed by the Act, the profits of the company in respect of any financial year may be distributed among the shareholders to such extent (if any) as they may determine by way of ordinary resolution and the directors may decide to pay interim dividends. A dividend must not be declared unless the directors have made a recommendation as to its amount. A dividend must not exceed the amount recommended by the directors.

- (b) by the deletion of the existing article 11.3(c) in its entirety and the substitution for it of the following new article 11.3(c):

With reference to articles 11.3(a), 11.3(b) and 11.3(d), for so long as the sole shareholder is the Parent Organisation, a dividend shall be paid only if the Parent Organisation so determines (by way of ordinary resolution, as referred to in article 11.3(a) and/or article 11.3(d), as the case may be) and shall be payable only to the Parent Organisation.

- (c) by the insertion of the following new article 11.3(d) after the insertion of the new article 11.3(c) detailed above:

Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company). For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

- (i) *fixing the value of any assets;*
- (ii) *paying cash to any relevant holder(s) of the relevant share(s) on the basis of that value in order to adjust the rights of recipients; and*
- (iii) *vesting any assets in trustees.*

IMPORTANT NOTES

- 1 If you agree with special resolution on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Anil Kararra, Gowling WLG, Two Snowhill, Birmingham, B4 6WR;
 - (b) **By post:** returning the signed copy by post to Anil Kararra, Gowling WLG, Two Snowhill, Birmingham, B4 6WR; or
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: anil.kararra@gowlingwlg.com. Please enter **"Written Resolution dated 24 November 2020"** in the e-mail subject box.
- 2 If you do not agree to the special resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the special resolution, you may not revoke your agreement.
- 4 Unless, by 11:59pm on the date which is 28 days after, and beginning with, the Circulation Date of this written resolution, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the special resolution, please ensure that your agreement reaches us before or during this date. However, please note that unless the special resolution is passed before the date referenced above, the amendments to the articles of association proposed by the special resolution will not take effect.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the special resolution set out on **PAGE 2**.*

The undersigned, being the sole member entitled to vote on the special resolution contained on **PAGE 2** of this document on **24 November 2020**, hereby irrevocably agrees to the special resolution.

Name	Date	Signature
Duly authorised signatory for and on behalf of SANCTUARY CARE (NORTH) LIMITED	24 November 2020	