

Company Number: 07556262

WRITTEN RESOLUTION
OF
NOURISH CARE SYSTEMS LIMITED (“COMPANY”)

Date Passed: 10 November 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (“CA 2006”), the resolutions below were duly passed as special resolutions by way of written resolution.

SPECIAL RESOLUTIONS

1. AUTHORITY TO ALLOT

- 1.1 THAT, in accordance with section 551 of the CA 2006, the directors of the Company (the “Directors”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £1,520 comprising:

- 1.1.1 up to 43 Ordinary A shares of £1 each;
- 1.1.2 up to 1,217 Ordinary B shares of £1 each; and
- 1.1.3 up to 260 Ordinary C shares of £1 each,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is five years from the date that this Resolution 1 is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

- 1.2 This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1 (above) and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity up to an aggregate nominal amount of £1,520 comprising:

43 Ordinary A shares of £1 each;

1,217 Ordinary B shares of £1 each; and

260 Ordinary C shares of £1 each; and

- 2.2 expire on the date that is five years from the date that is five years from the date that this Resolution 2 is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. ALLOTMENTS

THAT, the issue by the Company of the Ordinary A shares and the Ordinary B shares set out in the table below be approved:

Shareholder	First New Investment	Second New Investment
Nuno Luis Lopes De Almeida	N/A	4 £1.00 Ordinary A Shares
David Anthony Ford	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Timothy James Ford	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Christopher John Thomas	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Susan Elizabeth Thomas	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
John Peter Went	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Eve Mary Went	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Kevin Gunputh	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Tony Hill	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares
Sandra Fehrenbacher	51 £1.00 Ordinary B shares	51 £1.00 Ordinary B shares

DocuSigned by:

Christopher Thomas

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Director