

Company Number: 07770601

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Waypoints (Upton) Limited (the "Company")

Circulation Date: 28 June 2019

THURSDAY



A33 \*A89I2V4Z\* 11/07/2019 #221  
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the eligible members of the Company, agree that the resolutions below are passed as special resolutions of the Company (the "Resolutions").

#### SPECIAL RESOLUTION

1. The articles of association of the Company be amended by the insertion of the following article as article 10 of the articles of association:

##### "10. TRANSFER OF SHARES

10.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this article 10 (to the effect that any provision contained in this article 10 shall override any other provision of these articles):

10.1.1 the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

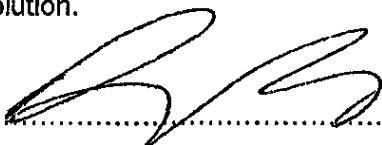
- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts);
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, and notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the share which are or are to be the subject of any transfer as aforesaid 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 howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise;

- (2) the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 10.1.1(a) above);
- (3) any lien set out in these articles shall not apply to shares held by a Secured Institution (as defined in article 10.1.1(a) above);
- (4) any variation of this article 10 shall be deemed to be a variation of the rights of each class of share in the capital of the Company; and
- (5) any pre-emption rights contained in these articles shall not apply in relation to any shares which have are subject to a security interest in favour of a Secured Institution from time to time."

The undersigned, being the eligible members of the Company and duly entitled to vote on the Resolutions.

Please read the Guidance Notes set out below before signing or taking any action on this resolution.

.....  ..... 28 June 2019 .....

For and on behalf of Waypoints Care      Date  
(Upton) Limited

### Guidance Notes

- 1        You may either:
  - (a)        agree to all of the above resolutions; or
  - (b)        decline to agree to any of the above resolutions.

You may not agree to some of the resolutions but not the other.
- 2        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:
  - (a)        **By Hand:** delivering the signed copy to the Company's registered office at Unit 1 Pullman Business Park, Pullman Way, Ringwood, Hampshire, BH24 1HD; or
  - (b)        **Post:** returning the signed copy by post to the Company's registered office at Unit 1 Pullman Business Park, Pullman Way, Ringwood, Hampshire, BH24 1HD;
- 3        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.
- 4        Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5        If sufficient agreement has not been received 28 days after the date of circulation, these resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6        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 shareholders.
- 7        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.