

Company Number 09826166
Written Resolutions
of
WATERLOOVILLE CARE LIMITED
(the Company)
Circulated on 1 nov 2023

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the sole director of the Company proposes that the following be passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

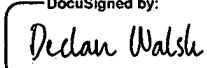
1. That the new articles of association in the form annexed to this Written Resolution, be and are adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Important:

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution as a special resolution.

The undersigned, being the sole member of the Company on 1 nov 2023, agree to the Resolution.

DocuSigned by:

Signature:
Print name: Declan Walsh
Director duly authorised for and on behalf of Waterlooville Holdings Limited
Date: 1 nov 2023



Notes

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolution via an electronic signing platform, by applying your electronic signature where indicated above (which shall also be taken as confirmation of your identity) and completing the signing process within the signature platform; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 **by email:** by sending a scanned copy of the signed and dated Resolutions to Ashley.Paterson@shoosmiths.com; or
 - 1.2.2 **by hand:** by delivering the signed and dated Resolution to FAO Ashley Paterson, Shoosmiths LLP, 9 Haymarket Square, Edinburgh EH3 8RY;
 - 1.2.3 **by post:** by returning the signed and dated Resolutions by post to FAO Ashley Paterson, Shoosmiths LLP, 9 Haymarket Square, Edinburgh EH3 8RY.
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, 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 When agreement has been received from members representing 75% of the total voting rights in the case of the special resolution and more than 50% of the total voting rights in the case of the ordinary resolution, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.