

SATURDAY



\*SAGPLN01\*  
SCT 06/11/2021 #59  
COMPANIES HOUSE

Company No

SC157455

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

OF

WHITEFIELD NURSING HOME LIMITED

(the "Company")

Circulation Date – 22 September 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "**Resolutions**").

**SPECIAL RESOLUTION**

1. THAT the amendment to the Company's Articles to allow all Directors to vote and form part of a quorum in relation to any proposed transaction or arrangement in which they are interested by the addition of the following new articles:

*"17.3 Clause 94 in Table A shall not apply to the Company.*

*17.4 Any director notwithstanding that she or he may have a direct or indirect interest or duty in any manner which is material, and which conflicts or may conflict with the interests of the Company may be counted in a quorum and may vote at a meeting of Directors or of a committee of Directors provided that conditions of Clauses 85 and 86 of Table A have been fulfilled"*

is for the benefit of and in the interests of the Company and is hereby approved (the "**Amendment**")

2. THAT the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Amendment as they shall consider appropriate,

notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.

3. THAT the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Amendment and any related documents, notwithstanding any provisions of the Company's articles of association.

## AGREEMENT

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

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolutions on 22 September 2021, hereby irrevocably agree to the Resolutions:-



22 September 2021

For and on behalf of

Date

**brighterkind Health Care Limited**

**as proxy for GLAS Trust Corporation Limited, the sole shareholder of the Company, pursuant to a proxy nomination letter dated 15 February 2019**

## NOTES

1. 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:-

- **By Hand:** delivering the signed copy to the Company's company secretary at Norcliffe House, Station Road, Wilmslow, Cheshire SK9 1BU;
- **Post:** returning the signed copy by post to the Company's company secretary at Norcliffe House, Station Road, Wilmslow, Cheshire SK9 1BU;
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [abigail.mattison@fshcgroup.co.uk](mailto:abigail.mattison@fshcgroup.co.uk). Please enter "Written resolution dated 22 September 2021" in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. 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 members.
4. 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.