

BALMER CARE HOMES GROUP LIMITED
Company No: SC278344

Written Resolution of the Members of Balmer Care Homes Group Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions, as to resolution One as an ordinary resolution and, as to resolution Two, as a special resolution (each a "Resolution"):

ORDINARY RESOLUTION


ONE "THAT in respect of the 20 F Ordinary Shares of £0.10 each in issue as at date hereof the following shall apply:

- (A) 5 F Ordinary Shares of £0.10 each in the capital of the Company be and are hereby converted into and reclassified as 5 G Ordinary Shares of £0.10 each carrying the rights privileges and restrictions set out in the Articles of Association of the Company as amended by Resolution TWO below.
- (B) 5 F Ordinary Shares of £0.10 each in the capital of the Company be and are hereby converted into and reclassified as 5 H Ordinary Shares of £0.10 each carrying the rights privileges and restrictions set out in the Articles of Association of the Company as amended by Resolution TWO below.
- (C) 5 F Ordinary Shares of £0.10 each in the capital of the Company be and are hereby converted into and reclassified as 5 I Ordinary Shares of £0.10 each carrying the rights privileges and restrictions set out in the Articles of Association of the Company as amended by Resolution TWO below."

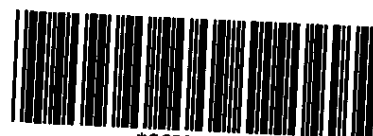
SPECIAL RESOLUTION

TWO "THAT the Articles of Association of the Company in the form of the annexed draft, initialled for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

Glasgow Date: 12/5/23

Certified a true copy

Solicitor, Glasgow

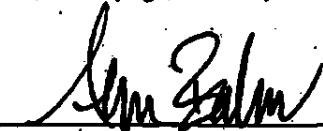
SATURDAY



SC3EY4SI
SCT 13/05/2023 #73
COMPANIES HOUSE

Consent

Set out below are explanatory notes which you should read prior to signifying your consent to the passing of the Resolution. We, being the members of the Company entitled to vote on the Resolution circulated on 2021 (the "Circulation Date") hereby irrevocably agree to the passing of the Resolution.



Alan Thomas Balmer

8.11.21

Date



Julie McGowan

7.11.21

Date



Thomas Balmer as Trustee for the Thomas and Anne Balmer Educational Trust for Arianna Maria Balmer

7/11/21

Date

Anne Balmer as Trustee for the Thomas and Anne Balmer Educational Trust for Arianna Maria Balmer

Date

Glasgow

Date: 12/5/23

Certified a true copy


Solicitor, Glasgow

Explanatory Notes:

1. If you agree with the Resolution, please signify your consent by signing and dating this document where indicated and returning it to the Company. You may return the document to the Company either:
 - 1.1. Personally, by hand delivering the signed copy to The Directors, Balmer Care Homes Group Limited, Campbell Dallas LLP, Titanium 1 Kings Inch Place, Renfrew, PA4 8WF
 - 1.2. By mail, by returning the signed copy by post to The Directors, Balmer Care Homes Group Limited, Campbell Dallas LLP, Titanium 1 Kings Inch Place, Renfrew, PA4 8WF.

If you do not wish to agree to the Resolution then you do not need to take any action in response to the document.

2. Once you have signified your consent to the Resolution you will not thereafter be able to withdraw your consent.
 3. If by the 28th day following the Circulation Date the Company has not received sufficient agreement for the Resolution to pass, then the Resolution will lapse.
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