

Company No: 05150235

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**HESLEY CARE & EDUCATION LIMITED**  
**(the "Company")**

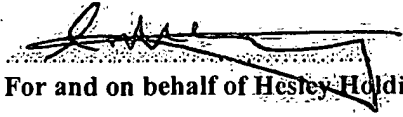
THE undersigned, being the sole member of the Company who (at the date of circulation of these resolutions) has the right to vote on the resolutions, hereby irrevocably agrees pursuant to Part 13 Chapter 2 of the Companies Act 2006 to the passing of the following resolutions (the "**Resolutions**") by way of special resolution.

**THAT,**

1. none of Chris McSharry or Anthony Robinson who are also directors of Hesley Holdings Limited, The Hesley Group Limited, Honour Project Bidco Limited and Honour Project Midco Limited, or David Maynard or Graham Smith who are also directors of Hesley Holdings Limited and The Hesley Group Limited have infringed or shall infringe their respective duty to avoid a situation in which any of them has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of Hesley Holdings Limited, The Hesley Group Limited, Honour Project Bidco Limited or Honour Project Midco Limited's entry into or otherwise being interested in certain documents and/or transactions;
2. the borrowing and giving of a guarantee by the Company under the senior facilities agreement dated 9 November 2018, entered into between, amongst others, Honour Project Bidco Limited as borrower and guarantor and HSBC Bank plc as agent as amended and restated pursuant to an amendment and restatement deed dated 23 December 2021 and as further amended and restated pursuant to an amendment and restatement deed dated on or about the date hereof (the "**Amended Senior Facilities Agreement**"), the entering into an intercreditor agreement dated 9 November 2018 between, amongst others, Honour Project Bidco Limited and HSBC Bank plc as agent as amended and restated pursuant to an amendment and restatement deed dated on or about the date hereof (the "**Amended Intercreditor Agreement**"), the granting of security under the debenture to be entered into between, amongst others, Honour Project Bidco Limited and HSBC Corporate Trustee Company (UK) Limited and the entry into by the Company of the proposed transactions substantially on the terms set out in the Finance Documents (as defined in the Amended Senior Facilities Agreement) has and will promote the success of the Company for the benefit of its members as a whole; and
3. any action taken by any attorney, director, officer, employee or agent of the Company in connection with the Finance Documents or any transaction contemplated by any Finance Document (including the entry into and execution, delivery and performance of the Amended Senior Facilities Agreement and the Amended Intercreditor Agreement), prior to the date of this meeting is approved, ratified and confirmed in all respects as an act of the Company.



The undersigned, a person entitled to vote on the above resolutions on 4/4 2022 hereby irrevocably agrees to the resolutions set out above.



For and on behalf of Hesley Holdings Limited

DATED: 6/4/22

## NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Weil, Gotshal & Manges (London) LLP acting on behalf of the Company.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Where insufficient agreement has been received for the resolutions to pass within 28 days from the date of circulation, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.