

Company Name: **SANCTUARY CARE (DERBY) LIMITED**
(the "Company")

Company Number: 05872128

WRITTEN RESOLUTION
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 12 August 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions contained on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 of the Act.

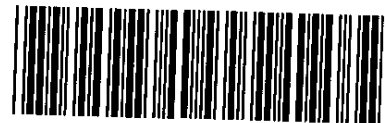
Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the resolutions.

Dated: 12.08.2020 2020

DocuSigned by:
Edward Hunt
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By Order of the Board

Registered Address: Sanctuary House,
Chamber Court,
Castle Street,
Worcester,
England,
WR1 3ZQ

TUESDAY



A17 *A9C6B7JE* 25/08/2020 #214
COMPANIES HOUSE

SPECIAL RESOLUTIONS

1. **THAT** the regulations contained in the document attached to this written resolution be approved and 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.
2. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company (the "Directors") be generally and unconditionally authorised to allot 1 ordinary share of £1 in the capital of the Company, up to an aggregate nominal amount of £1, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require 1 ordinary share of £1 in the capital of the Company to be allotted and the Directors may allot 1 ordinary share of £1 in the capital of the Company in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors.
3. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot up to 1 ordinary share of £1 in the capital of the Company pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require 1 ordinary share of £1 in the capital of the Company to be allotted after such expiry and the Directors may allot 1 ordinary share of £1 in the capital of the Company in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

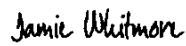
IMPORTANT NOTES

- 1 If you agree with special resolutions on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Matt Lappin, Gowling WLG, Two Snowhill, Birmingham, B4 6WR;
 - (b) **By post:** returning the signed copy by post to Matt Lappin, Gowling WLG, Two Snowhill, Birmingham, B4 6WR; or
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to: matthew.lappin@gowlingwlg.com. Please enter "Written Resolutions dated ^{12 August} 2020" in the e-mail subject box.
- 2 If you do not agree to the special resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the special resolutions, you may not revoke your agreement.
- 4 Unless, by 11:59pm on the date which is 28 days after, and beginning with, the Circulation Date of this written resolution, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the special resolutions, please ensure that your agreement reaches us before or during this date. However, please note that unless the special resolutions are passed before the date referenced above, the replacement of the Company's articles of association and the authority to allot shares in the Company's share capital resolved on by the special resolutions will not take effect.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the special resolutions set out on **PAGE 2**.*

The undersigned, being the sole member entitled to vote on the special resolutions contained on **PAGE 2** of this document on 12 August 2020, hereby irrevocably agrees to the special resolutions.

Name	Date	Signature
Duly authorised signatory for and on behalf of SANCTUARY CARE (NORTH) LIMITED	12.08.2020	<div>DocuSigned by:  DCF233281B214F3...</div>