

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CARTMEL CARE HOMES LTD
(the **Company**)

Circulated on 15 September 2021 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolutions 1.1 and 1.2 below are passed as an ordinary resolutions; and
- resolutions 2.1 and 2.2 below are passed as special resolutions,

(together, the **Resolutions**).

WRITTEN RESOLUTIONS

1 ORDINARY RESOLUTIONS

- 1.1 That the one ordinary share of £1.00 in the capital of the Company in issue be and is hereby re-designated as an A ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 2.2 below.
- 1.2 That, subject to resolution 2.1 below being duly passed, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot:
- 1.2.1 a further 2,755 A ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £2,755;
 - 1.2.2 1,268 B ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £1,268;
 - 1.2.3 212 C ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £212;
 - 1.2.4 5,764 D ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £5,764;

- 1.2.5 3,008 V ordinary shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £30.08,

each having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to resolution 2.2 below. Unless renewed, varied or revoked by the Company, this authority shall expire on the date that is 12 months after the Circulation Date. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.

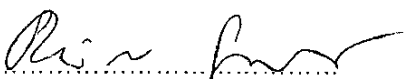
2 SPECIAL RESOLUTIONS

- 2.1 That, in accordance with sections 570 and 571 of the Companies Act 2006, and the articles of the Company, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1.2, as if section 561 of the Companies Act 2006 did not apply to such allotment.
- 2.2 That the articles of association contained in the document attached to these resolutions and for the purposes of identification marked 'A' be and the same are 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, including for the avoidance of doubt, provisions contained in the memorandum of association of the Company which, by virtue of section 28 of the Companies Act 2006 are treated as provisions of the articles of association as not being provisions of the kind mentioned in section 8 of that Act.

AGREEMENT

Please read the attached notes before signifying your agreement to the Resolutions.

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:


.....
FOR AND ON BEHALF OF
APPLERIGG LIMITED

15 September 2021
.....
DATE

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 Directors/Company Secretary at New Kings Court, Tollgate, Chandler's Ford, Eastleigh, SO53 3LG.
 - **Post:** returning the signed copy by post to the Directors/Company Secretary at New Kings Court, Tollgate, Chandler's Ford, Eastleigh, SO53 3LG.
 - **E-mail:**
 - by attaching a scanned copy of the signed document to an e-mail and sending it to Bruce.Offergelt@applerigg.com. Please enter "Written resolutions of the Company circulated on [CIRCULATION DATE]" in the e-mail subject box; or
 - by sending an email to the Bruce.Offergelt@applerigg.com as follows: *I [name of shareholder] of [address of shareholder] hereby irrevocably agree to the Resolutions of the Company circulated on [CIRCULATION DATE].*
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by the date 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.