

Company Number: 07013330

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

of

**ST PHILIPS CARE CALEDONIA LIMITED**

(the "Company")

Circulation Date – 14 May 2021

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

**SPECIAL RESOLUTION**

1. **THAT** the draft articles of association attached to this Resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

**AGREEMENT**

Please read the notes at the end of this document before agreeing to the Resolution.

The undersigned was at the time the Resolution was circulated entitled to vote on, and irrevocably agrees to, the Resolution.

For and on behalf of

**WINGATE ASSOCIATES LIMITED**

Date

14 May 2021