

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MIDWAY CARE GROUP LIMITED

(the "Company")

SPECIAL RESOLUTION

On 4 February 2022 the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

SPECIAL RESOLUTIONS

1. THAT:

- (a) all actions, matters and/or decisions taken by the Company and/or its directors prior to the date of these resolutions in relation to the Company; and
- (b) the negotiation, execution, delivery and performance of all documents, notices, agreements and/or deeds by the Company and/or any director of the Company prior to the date of these resolutions,

be, in each case, hereby ratified, approved and confirmed, including notwithstanding any personal interest of any director of the Company (past or present).

2. THAT the Company's allotted and issued share capital is confirmed as:

- (a) 122 deferred shares of £1 each
- (b) 1776 A ordinary shares of £1 each
- (c) 226 B ordinary shares of £1 each
- (d) 1550 C ordinary shares of £1 each
- (e) 952 D ordinary shares of £1417 each,

having the rights and restrictions set out in the articles of association to be adopted at resolution 4 below.

3. THAT Midway Care Group Holdings Limited (a company registered in England and Wales with company number 09836723) is confirmed as the sole registered holder and beneficial owner of the entire issued share capital of the Company.

4. THAT the articles of association in the attached form 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.

Date: 4 February 2022



A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end, positioned above a dotted line.

Director