

Company No 08621705

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SONNET CARE HOMES HOLDCO LIMITED

(the "Company")

CIRCULATION DATE: 5 July 2022

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

THAT the articles of association of the Company be amended by inserting the following new article 20A immediately after article 20:

"20A SHARES – PURCHASE OF OWN SHARES OUT OF CAPITAL

Subject to Investor Consent and the Act, the Company may purchase its own Shares out of capital to the extent permitted by section 692(1ZA) of the Act."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being persons entitled to vote on the above Resolution on the circulation date specified above, hereby irrevocably agree to the Resolution:-

DocuSigned by:



5 July 2022

.....5BAA77C0D01F415.....
Duly authorised, for and on behalf of August Equity Partners III A LP, acting by its general partner August Equity Partners III GP LP acting by August Equity Partners III GP Limited (member) acting by August Equity LLP (director) acting by Mike Biddulph (member)

.....
Date

DocuSigned by:
Julia Clinton
.....6C00D362534D458.....
Julia Mary Clinton

5 July 2022
.....
Date

DocuSigned by:
Joanne Moore
.....1B821674179444F.....
Joanne Moore

5 July 2022
.....
Date

NOTES

1. If you agree to the Resolution, 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 Sonnet Care Homes Holdco Limited, The New Deanery, Deanery Hill, Braintree, Essex CM7 5SR;
 - Post: returning the signed copy by post to Sonnet Care Homes Holdco Limited, The New Deanery, Deanery Hill, Braintree, Essex CM7 5SR; or
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Michael.lakin@pinsentmasons.com. Please enter "Written Resolution of Sonnet Care Homes Holdco Limited (amendment of Articles of Association)" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the last day of the 28-day period beginning with the Circulation Date specified on the front page of this document sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.