

No. 9410945

WEDNESDAY



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF HOMETOUCH CARE LIMITED

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of Hometouch Care Limited (the "Company") propose that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (the "Resolutions")

ORDINARY RESOLUTIONS

- 1 **THAT** with effect from the time of passing of this resolution, the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company up to
- (a) an aggregate nominal amount of £102 2505, and
 - (b) an aggregate nominal amount of £44 3116 pursuant to the grant of rights to subscribe for or convert any security into shares in the Company under the terms of the Share Option Plan (as defined in the Company's articles of association (the "Articles")),

provided that this authority shall expire on the fifth anniversary of the date of these Resolutions, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or subscription rights or conversion rights to be granted after such expiry and the directors may allot shares or grant subscription rights or conversion rights in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired. This authority shall be in substitution for all subsisting authorities previously conferred on the directors in accordance with section 551 of the Act to the extent unexercised.

SPECIAL RESOLUTIONS

- 2 **THAT** subject to the passing of Resolution 1, the directors of the Company be and are hereby generally empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) as if Article 10.3 of the Articles did not apply to any allotment which is the subject of the authority conferred by Resolution 1 above, such power to expire on the fifth anniversary of the date of these Resolutions, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the

directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired

3 THAT subject to the passing of Resolution 1, the Articles be amended as follows

- (a) the following new definition be inserted

""GFC/RICP" means GFC Global Founders Capital S a r l , Rocket Internet Capital Partners SCS and Rocket Internet Capital Partners (Euro) SCS and their Permitted Transferees,"

- (b) the definition of "*Investors*" be deleted in its entirety and replaced with the following new definition

""**Investors**" means Passion, the Existing Investors and GFC/RICP,"

- (c) the definition of "*Permitted Transferee*" be amended by the insertion of the following new paragraph (h)

"(h) in relation to GFC/RICP, any transferee that is not a competitor of the Company or an Associate of a competitor of the Company,"

- (d) Article 10 3 be amended by insertion of the following text after the text "Unless otherwise agreed with Investor Majority Consent" in the first sentence of Article 10 3

"(including the consent of Passion and GFC/RICP)"

- (e) Article 10 7 be deleted in its entirety and replaced with the following new Article 10 7

"10 7 Passion, Healthbox and GFC/RICP may assign all or any portion of its rights under this Article to a Permitted Transferee",

- (f) Article 14 10 be deleted in its entirety and replaced with the following new Article 14 10

"14 10 Passion, Healthbox and GFC/RICP may assign all or any portion of their rights under this Article 14 to a Permitted Transferee "

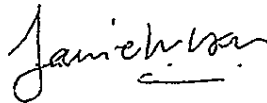
NOTES

- 1 You may choose to agree to all of the Resolutions or none of them, however, you may not agree to some only of the Resolutions
- 2 If you agree to all of the Resolutions, please signify your agreement by completing, signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) by delivering the signed copy personally or sending it by post to Hometouch Care Limited, c/o Ashfords LLP, 1 New Fetter Lane, London EC4A 1AN marked for the attention of Naomi Pakenham, or
 - (b) by sending a scanned copy of the signed document by email to n.pakenham@ashfords.co.uk
- 3 The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 2016
- 4 If the Resolutions have not been passed by 2016, they will lapse
- 5 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 6 If you do not agree to all of the Resolutions, you need not take any action, you will not be deemed to agree to any of the Resolutions if you do not reply
- 7 If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~19 June~~ 2016 hereby agree to the Resolutions

Signed



Name of person
signing.

.. James Wilson

Please write your name in
block capital letters

For and on behalf
of

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~19 June~~ ^{19 July} 2016 hereby agree to the Resolutions

Signed



Name of person
signing

TIMOTHY FLOYD

Please write your name in
block capital letters

For and on behalf
of


If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~19 June~~ ^{July} 2016 hereby agree to the Resolutions

Signed



Name of person
signing:

SILVANA PAZ

Please write your name in
block capital letters

For and on behalf
of

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~19 June~~ ^{July} 2016 hereby agree to the Resolutions

Signed



Name of person
signing

RUPERT JOHN ANTHONY
ESTWOOD

Please write your name in
block capital letters

For and on behalf
of

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions on ~~17 June~~ ^{19 July} 2016 hereby agree to the Resolutions

Signed



Name of person
signing

GAURAV BATRA

Please write your name in
block capital letters

For and on behalf
of

GAURAV BATRA

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~1 June~~ 19 July 2016 hereby agree to the Resolutions

Signed

Name of person
signing

ROBERT DIGNEAU

Please write your name in
block capital letters

For and on behalf
of

PASSION CAPITAL II LP
(ACTING BY ITS MANAGER
PASSION CAPITAL INVESTMENT LLP)

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

While the undersigned being a member of a company, executed the following certificate on 19th day of 06th month, agreed to the following:-

SIGNED

NETTE GIBSON
STRANGE

For and on behalf

Date: 16 July 2016

Please write plainly in
English, each sheet

to be a senior or chief
of an organisation. Please
write the company name and
legal name in block capital

Please read the notes overleaf before signifying your agreement to the Resolutions

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions
on ~~1 June~~ ^{19 July} 2016 hereby agree to the Resolutions

Signed



Name of person
signing

CHRISTINE MULLIN

Please write your name in
block capital letters

For and on behalf
of


If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date 19 July 2016

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

I/We, the undersigned, being a member of the Company entitled to vote on the Resolutions on __ June 2016 hereby agree to the Resolutions.

Signed


.....

Name of person
signing:

MURALI VENKATESAN
.....

Please write your name in
block capital letters

For and on behalf
of:

.....

If you are signing on behalf
of an organisation, please
write the organisation's full
legal name in block capital
letters

Date: 07/07/16