

Company Number: 09521668

PRIVATE LIMITED COMPANY

WRITTEN RESOLUTIONS

of

ROTHERWOOD HEALTHCARE LIMITED (Company)

Circulation Date:

5 November

2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2, and 3 below are passed as ordinary resolutions and resolution 4 is passed as a special resolution (**Resolutions**).

#### ORDINARY RESOLUTIONS

1. THAT the Facility Agreement, Guarantee, Legal Charges and Debenture (**Finance Documents**) to be entered into by the Company in favour of HSBC Bank Plc be APPROVED, subject to such amendments, modifications, variations and alterations as the directors of the Company in their absolute discretion think fit;
2. THAT the directors of the Company be and are hereby authorised to execute or sign (as the case may be) the Finance Documents for and on behalf of the Company, in accordance with section 44 of the Companies Act 2006, subject to such amendments, modifications, variations and alterations as the directors of the Company in their absolute discretion think fit; and
3. THAT each director of the Company be and is hereby authorised to do all such acts and things and agree and execute for and on behalf of the Company all such other documents, deeds, certificates or notices as they consider, in their absolute discretion, necessary or desirable in connection with the Finance Documents.

#### SPECIAL RESOLUTION

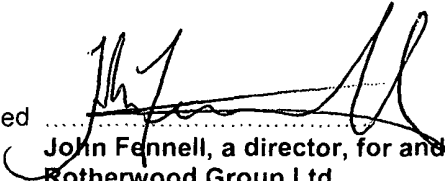
4. THAT the regulations contained in the printed document annexed hereto be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

#### AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

Signed

  
John Fennell, a director, for and on behalf of  
Rotherwood Group Ltd

Date:

5 November 2021



## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to Ashley Taylor of Shakespeare Martineau LLP by using one of the following delivery methods:
  - **By hand:** delivering the signed copy to Third Floor, Two Colton Square, Leicester, LE1 1QH;
  - **Post:** returning the signed copy by post to Third Floor, Two Colton Square, Leicester, LE1 1QH;
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [ashley.taylor@shma.co.uk](mailto:ashley.taylor@shma.co.uk). Please type "Written resolutions of Rotherwood Healthcare Limited" in the email subject box.
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 within 28 days of the Circulation Date sufficient agreement is received for the Resolutions to pass, they 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.