

Company number 09734885  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
of  
Eleanor Health Care Group Limited  
(Company)

TUESDAY



Circulation date: 29 September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as three ordinary resolutions and two special resolutions (**Resolutions**).

**ORDINARY RESOLUTION**

1. **THAT** the terms (as the same may be amended, varied, supplemented or substituted from time to time) of, the Company's entry into the transactions contemplated by and the performance of the Company's obligations under:
  - (i) a shareholder's security agreement over the shares of the Company in Eleanor Care Homes Holdings Limited (the **Shareholder's Security Agreement**); and
  - (ii) each of the other Documents (as defined in the board minutes of the Company annexed to these Resolutions),

be and are hereby approved.

2. **THAT** the entry into and execution and delivery of the Shareholder's Security Agreement and the other Documents be and are hereby approved as being likely to promote the success of the Company for the benefit of the Company's members as a whole.
3. **THAT** any acts of the sole director of the Company taken in his capacity as director of the Company (other than any such acts undertaken by such director fraudulently), prior to the approval of resolution 4 below when the quorum requirement in the Company's articles of association has been two directors eligible to vote at a board meeting be and hereby are approved.

**SPECIAL RESOLUTION**

4. **THAT** the articles of association of the Company be amended by adopting the draft article 11 set out below in substitution for article 11 of its existing articles of association:

***"Quorum for directors' meetings***

*Subject to Section 175(6), CA 2006 the quorum for the transaction of the business of the directors may be fixed from time to time by a decision of the directors, and unless otherwise so fixed it shall be two save that:*

- (a) *where there is a sole director, the quorum is one; and*
- (b) *in relation to any meeting (or part of any meeting) held pursuant to article 14 (Conflicts of interest), if, at the relevant time, the company has only one director other than the*

*conflicted director, the quorum for such meeting (or the part thereof dealing with the authorisation pursuant to article 14 (Conflicts of interest)) shall be one eligible director."*

5. **THAT** the articles of association of the Company be amended by inserting a new Article as the last article of the current articles of association of the Company as follows:

***"Transfer of shares to secured institutions***

*Notwithstanding anything contained in these Articles, the Directors of the Company shall not decline to register any transfer of shares in the Company and shall not suspend any registration thereof, where such transfer is:*

- (i) to any person to which such shares have been mortgaged or charged by way of security (whether as a lender, agent or trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*
- (ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or*
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,*

*and furthermore, notwithstanding anything to the contrary contained in these Articles:*

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;*
- (ii) no Secured Institution or its nominee; and*
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,*

*shall be required to offer the shares which are or are to be the subject of any such transfer to any shareholder(s) for the time being of the Company, and no such shareholder(s) shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not*

***Liens over charged shares***

*Notwithstanding anything contained in these articles, the Directors of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any Secured Institution"*

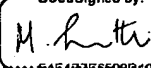
**AGREEMENT**

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

The undersigned, being the persons entitled to vote on the Resolutions on 29 September 2022 hereby irrevocably agree to the Resolutions:

Signed by Marcellus Vathsayan  
Santhiapillai, a director

33 with authority

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Director

Date: 29 September 2022

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at Lee Gate House 1 St Floor, Burnt Ash Road, London, England, SE12 8RG. 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.

2. 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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. The resolutions are proposed as ordinary resolutions. This means that members holding 50% or more of the total voting rights of members entitled to vote on the resolutions must vote in favour of them to be passed.

5. Unless within 28 days of circulation of the Resolutions sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.

6. If you agree with the resolutions, please indicate your agreement to it by signing and dating this document and returning it to the Company by hand or by post to or by email to