

**Company number:** 10113769

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**GIBSON TOPCO LIMITED**

**(the "Company")**

~~30 March~~ 16 March **2021**

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as written resolutions of the Company, having effect as ordinary resolutions in respect of resolutions 1 and 2 and as a special resolution in respect of resolution 3 (**Resolutions**).

**ORDINARY RESOLUTIONS**

1. **THAT**, in accordance with section 618 of the Companies Act 2006, the:-
  - a. 719 A Ordinary shares of £1.00 each be sub-divided into 1,438 A Ordinary shares of £0.50 each;
  - b. 101 B Ordinary shares of £1.00 each be sub-divided into 202 B Ordinary shares of £0.50 each; and
  - c. the 180 C Ordinary shares of £1.00 be sub-divided into 360 C Ordinary shares of £0.50 each,

such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing A Ordinary, B Ordinary and C Ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

2. **THAT** the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for 120,500 B1 Preference Shares of £1.00 each in the capital of the Company. **PROVIDED THAT** this authority shall expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted or rights granted after this authority expires and the directors may allot shares and grant rights pursuant to such offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

3. **THAT** the articles of association attached to this written resolution be adopted as the articles of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

**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 Resolutions on the date of circulation, hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of **Synova Capital Fund III LP** acting by its general partner **Synova Capital General Partner III LP** acting by its general partner **Synova Capital GP 5 Limited**

DocuSigned by:  
*Daniel Silvertown-Parker*  
.....5D56D1E17E59E4BA.....

For and on behalf of **Synova Capital Fund III LP** acting by its general partner **Synova Capital General Partner III LP** acting by its general partner **Synova Capital GP 5 Limited**

18 March 2021

Date:

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Signed for and on behalf of **Howitt Holdings Limited**

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For and on behalf of **Howitt Holdings Limited**

Date:

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Signed by **Iain Anderson**:

DocuSigned by:  
*Iain Anderson*  
.....F4DFFBQ39BD62403.....

**Iain Anderson**

Date:

18/03/2021

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Signed by **Daren Dalmedo**:

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**Daren Dalmedo**

Date:

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## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By hand:** delivering the signed copy to the Company for the attention of Joe Sage at Lambwood Heights, 244 Lambourne Road, Chigwell, United Kingdom, IG7 6HX.

**Post:** returning the signed copy by post to Company for the attention of Joe Sage at Lambwood Heights, 244 Lambourne Road, Chigwell, United Kingdom, IG7 6HX.

**Email:** by attaching a scanned copy of the signed document to an email and sending it to [jsage@oaklandcare.com](mailto:jsage@oaklandcare.com). Please type "Written Resolutions – Sub-division of Shares" 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 by the date falling 28 days following the date of circulation, sufficient agreement is received for the Resolutions to pass, it 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.