

Company number 10202300

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NURSING DIRECT HEALTHCARE LIMITED

("Company")

Circulation Date: 1st May 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that the resolution below is passed as a special resolution ("**Resolution**") and confirm that the **Resolution** shall be valid and effectual in accordance with section 288 of the Act as if it had been passed at a general meeting of the Company duly convened and held.



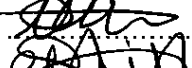
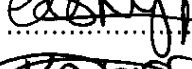

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £100.00 to £90.00 by cancelling and extinguishing 10 of the issued ordinary B shares of £1.00 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to a reserve.

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, hereby irrevocably agrees to the Resolution:

<u>Shareholder</u>	<u>Signature</u>	<u>Date</u>
Galago Limited		<u>1st May 2017</u>
Keith Boyce		<u>1st May 2017</u>
Marc Stiff		<u>1st May 2017</u>
Chloe Stiff		<u>1st May 2017</u>
Katie Stiff		<u>1st May 2017</u>



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. Deliver the signed copy to the Company's Registered office for the attention of Keith Boyce or to Irwin Mitchell LLP, Belmont House, Station Way, Crawley, RH10 1JA for the attention of George De Silvo.

Post. Return the signed copy by post to the Company's Registered office for the attention of Keith Boyce or to Irwin Mitchell LLP, Belmont House, Station Way, Crawley, RH10 1JA for the attention of George De Silvo.

Email. Attach a scanned copy of the signed document to an email and sending it to:

Keith@galago.co.uk

George.DeSilvo@IrwinMitchell.com

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 sufficient agreement has been received for the Resolution to pass within 28 days of the Circulation Date. If you agree to this Resolution, please indicate your agreement and notify us as soon as possible.

4. 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.

5. 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.