

Company number 10571482  
COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
HEATHFIELD CARE SERVICES LIMITED  
(the "Company")

CIRCULATION DATE 28 /12/ 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole Director of the Company proposes that the following resolution be passed as a special resolution of the Company (the "Resolution"):

SPECIAL RESOLUTION

SPECIAL ARTICLE

That the Articles of Association of the Company be amended by the addition of the following as a new clause 26A.

"Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):

26A.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (a) is to any bank, lender, fund, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, lender, institution, fund or other person (or a person acting as agent, security agent, trustee or security trustee for any such person) (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security, and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

26A.2 The Company shall not have any lien over any share registered or to be registered in the name of a Secured Institution (as defined in Special Article 26A.1 above) or its nominee.

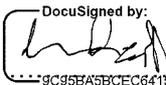
26A.3 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 26A.1 above).

9A.4 The registered holder from time to time of the majority of the issued ordinary share capital of the Company shall have the right at any time and from time to time by notice delivered to the registered office of the Company to appoint to the office of Director and/or to remove from the office of Director any person or persons as such registered holder shall in its absolute discretion think fit so that it may by notice remove all persons then acting as Directors of the Company from that position and appoint new persons to act in their place.

**AGREEMENT**

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

The undersigned, being the member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

DocuSigned by:  
  
.....9C95BA5BC6C6415.....

Director

For and on behalf of Ayrshire Care Homes Limited

28 December 2023

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Date

## NOTES

1. If you agree with 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: delivering the signed copy to the Directors at the Company's Registered Office.
  - Post: returning the signed copy by post to the Directors at the Company's Registered Office.
  - By DocuSign: by applying your electronic signature and selecting "Finish" with DocuSign.

You may not indicate your agreement to the Resolution by any other method.

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, by 28 days after the date of issue of this Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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.