

ECARE GROUP LTD
Company Number: 10741773

Shareholder Resolution

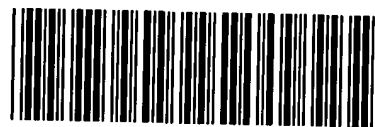
Resolution passed on 23rd Nov 2023



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P12492553/002236/1/7

WEDNESDAY



A08 *ACHALEYX* #50
29/11/2023
COMPANIES HOUSE

Company Number: 10741773

Circulation date: 22nd Nov 2023

The Companies Act 2006

Company Limited by Shares

Written Resolution of the members of ECARE GROUP LTD (the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 22nd Nov 2023 (the "**Circulation Date**").

Special resolution

In accordance with the Ecare Group Limited shareholders agreement:

Schedule 1, part 1

Matters reserved for approval of Special Majority

1. Making any borrowing other than in relation to an approved overdraft facility with the Company's bankers. We seek 75% shareholder approval to accept the offer of a loan of £1.2m from Zenith Partners with the following conditions:

- **Security to be assigned** Conversion @5% Ordinary Share Capital
- **Gross Loan Amount** £1,200,000.00
- **First Charge Loan** £0.00
- **Exit** Re-Finance – Growth Equity
- **Term** 12 months non serviced
- **Interest rate** 0.9% per month, so £129,600.00 will be deducted from the Gross Loan Amount

This has been approved unanimously by the board of directors.

Please read the notes set out below before signing or taking any action on these resolutions

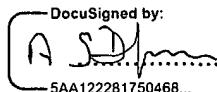
Agreement of members

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

..... → Adam James Harold Holloway

..... → Adam Keswick

DocuSigned by:


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..... → Alexander Stewart Dudgeon

..... → Alfred John Nicholas Evans-Lombe

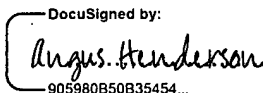
..... → Amelia Royds



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..... → Amelie Chaplin

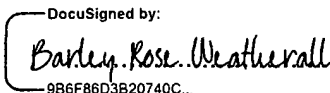
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..... → Angus Henderson

..... → Arthur Harry David Soames

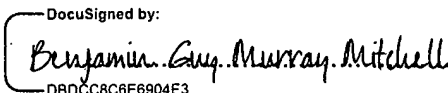
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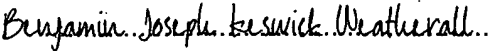
..... → Barley Rose Weatherall

..... → Belinda McMicking

DocuSigned by:


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..... → Benjamin Guy Murray Mitchell

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 → Benjamin Joseph Keswick Weatherall
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..... → Bertram Weatherall

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 → Bill Tellwright
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..... → Boris Schakowski

..... → Caroline Gannon

..... → Catherine Nony Soames

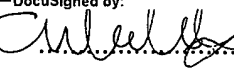
..... → Charles Allison

..... → Charles Edward Blouet Shaw

..... → Charles Evans-Lombe

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 → Charles Leighton Dudgeon
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..... → Charles Mclachlan

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 → Charles McMicking
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..... → Charles Senff McVeigh

..... → Charlotte Culham

..... → Chloe Hubbocks

..... → Colin Mark Logan

..... → Crowdcube Nominees Limited

..... → Daniel Alexander Shepherd

..... → Daniel Stahljans



..... → David Glynne Lewsey

DocuSigned by:

David Harte

B6387A78AF8F46D...

..... → David Harte

..... → Debora Sanders

DocuSigned by:

Dermot O'Grady

FD05612A5D13419...

..... → Dermot O'Grady

DocuSigned by:

Diana McMicking

1A98DA134E8E4F2...

..... → Diana McMicking

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..... → Duncan Trainer

DocuSigned by:
Edward Barnwell Parker..... → Edward Barnwell Parker
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..... → Edward Boag

..... → Edward Hilton Clarke

DocuSigned by:
Edward Weatherall..... → Edward Weatherall
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..... → Edward William Campbell-Johnston

DocuSigned by:
Euan MacLachlan..... → Euan MacLachlan
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Theresa Han..... → Farla Limited
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..... → Gavin Piers Alexander Philipps

..... → Gemma Stokes

..... → Geoff Sayers

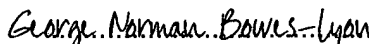
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..... → George Maclachlan

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..... → George Norman Bowes-Lyon

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..... → Gillian Khosla

..... → Gina Wignell

..... → Harry Salmon

..... → Hector McMicking

DocuSigned by:

..... → Hugo Williams

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DocuSigned by:

..... → Ida Maria Weatherall

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..... → James Campbell-Johnston

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..... → James Hunter

..... → James Patmore

..... → Jamie Salmon

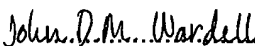
..... → Jeremy Culham

..... → Jessica Huntley

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..... → Jody Jeremiah O'Neill
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..... → John Arthur Spooner

..... → John Wallace

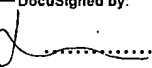
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..... → John.D.M. Wardell
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..... → Jonathan Seabrook

..... → Jonathan Tod

..... → Julia Josephine Allison

..... → Kilian Murray

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..... → Leo Humphries
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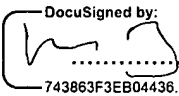
..... → Linda Jane Johnstone

..... → Lisa McLachlan

..... → Madison Thompson

..... → Marcus George Henchley Newton

DocuSigned by:



..... → Mark Benstead

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DocuSigned by:

Martha Sophia Weatherall

..... → Martha Sophia Weatherall

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..... → Mason Spokes

..... → Matthew Davies



..... → Matthew Lloyd Benyon Rees

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Matthew Seton Middleditch

..... → Matthew Seton Middleditch

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DocuSigned by:

Max Mackintosh

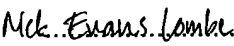
..... → Max Mackintosh

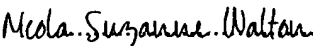
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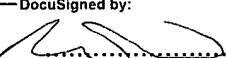
..... → Michael William Weatherall

..... → Niall James Hall

..... → Nicholas Michael Tett

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..... → Nick Evans Lombe
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..... → Nicola Suzanne Walton
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..... → Niels Jensen
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DocuSigned by:
..... → Nigel David Alexander Stanistreet
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..... → Paige Elizabeth Thompson

DocuSigned by:
..... → Patrick Anthony Stephen Brownson
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DocuSigned by:
..... → Patrick John James William Wallace
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..... → Patrick Veitch

..... → Paul Dominic Vail

..... → Paul Jourdan

..... → Peter Brodick Kerr-Dineen

..... → Peter Charles Freeman Gregory-Hood

DocuSigned by:

Peter James Robinson..... → Peter James Robinson

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..... → Peter Landale

..... → Philip Simon Lloyd Bassett

..... → Philip Stuart Antony Gepp

..... → Philippa Wallace

..... → Piers Aidan Litherland



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..... → Poppy Scott Plummer

..... → Ricardo Rebuelta del Pedrero Gonzales

DocuSigned by:

Robert Alexander Young Herries..... → Robert Alexander Young Herries

AEE7A9802C8A433...

DocuSigned by:

Robert Alexander Young Herries..... → Robert Alexander Young Herries

AEE7A9802C8A433...

DocuSigned by:

Robert Henry Moffett Chaplin..... → Robert Henry Moffett Chaplin

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DocuSigned by:

..... → Robert Wilson
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DocuSigned by:

..... → Rodney Ireland
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..... → Rollo Head

..... → Rory McLachlan

DocuSigned by:

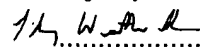
..... → Rupert Rittson-Thomas
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..... → SRSC LIMITED

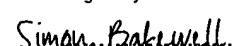
..... → Sandra Francesca Robinson

..... → Sian O'Neill

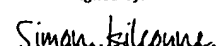
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..... → Silvy Weatherall
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..... → Simon Bakewell
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..... → Simon Kilcoyne
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..... → Stella Nony Weatherall

..... → Stephen Daniel Corr

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Stephen Hargreaves Hall..... → Stephen Hargreaves Hall
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..... → Stephen Patrick Thornton

DocuSigned by:
Rupert Rittson Thomas..... → Theodore George Rittson Thomas
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..... → Tobias Kirby-Hogarty

..... → Toner Consulting Limited

..... → Victoria Pilkington



DocuSigned by:
Vimal Khosla..... → Vimal Khosla
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DocuSigned by:
Walter Johnston Weatherall..... → Walter Johnston Weatherall
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Rupert Rittson Thomas..... → Walter Rittson-Thomas
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DocuSigned by:
William Trainer..... → William Trainer
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Notes

- 1) If you agree with the Resolutions, please sign this document above alongside your name or the name of the person on whose behalf you are authorised to act.
- 2) Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.
- 3) 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 or authority to support@vestd.com.