

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BELMONT HEALTHCARE (HASLINGTON) LIMITED

(the "Company")

THURSDAY



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A5

18/08/2022

#288

COMPANIES HOUSE

Passed on 30 June 2022

The following resolution was duly passed as a special resolution on 30 June 2022 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the addition of a new Article 14 immediately after the existing Article 13 in the following terms:

"Notwithstanding anything contained in these Articles, whether expressly or impliedly contradictory to the provisions of this article 14 (to the effect that any provision contained in this article 14 shall override any other provision of these articles):

- (a) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
- (i) is to any bank or institution or any other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution") and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security; or
  - (iv) is executed by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee, under any such security,

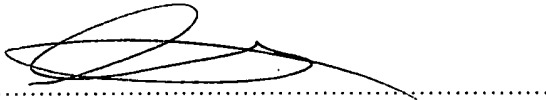
and the directors shall forthwith register any such transfer of shares upon receipt. Furthermore, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee, no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall (in either such case) be required to provide any prior

written notice to the Company or 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.

- (b) 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 this article 14(a)(i) above).
- (c) The Company shall have no lien on any shares held by a Secured Institution (as defined in this article 14(a)(i) above) or its nominee and the provisions of the Articles relating to liens over shares shall not apply in respect of any such shares.
- (d) Any pre-emption rights contained in these Articles shall not apply in relation to any shares held by a Secured Institution (as defined in this article 14(a)(i) above) or its nominee by any shareholder of the Company from time to time.

Any variation of this article 14 shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

Signed

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a dotted line.

Director