

Company number 11740369

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

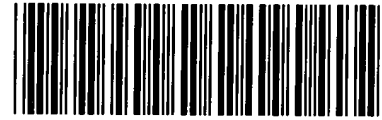
of

Roundhouse Care Holdings Limited (**Company**)

15 December

..... 2021 (**Circulation Date**)

TUESDAY



\*AAVGGJHN\*

A12

11/01/2022

#46

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed (**Resolutions**). For the purpose of these Resolutions, the term Transaction Documents means:

1. a loan agreement (**Loan Agreement**) to be entered into by amongst others Tristone Healthcare Limited (**Borrower**), the Company and various group companies listed in annex 1 therein (as guarantors) and Duke Royalty UK Limited (**Duke**) (as lender and security trustee);
2. a debenture granted by the Company, the Borrower and certain other companies in the Borrower's group of companies to Duke;
3. an investment guarantee to be entered into by the Company and other companies in the Company's group listed in annex 2 therein (as guarantors), THL Investments Limited, Duke Royalty Limited (as beneficiary) and Duke (as security trustee);
4. any other Finance Document (as that term is defined in the Loan Agreement) to which the Company is a party; and
5. a deed of variation to the existing shareholders agreement to be entered into between the Company and the shareholders of the Company.

**ORDINARY RESOLUTIONS**

1. **THAT** the terms of, and the transactions contemplated by the Finance Documents be and are hereby approved.
2. **THAT** the entry into by the Company of the Finance Documents will promote the success of the Company for the benefit of the members as a whole and are hereby approved.

**SPECIAL RESOLUTION**



3. THAT articles 18 and 19 of the existing articles of association of the Company be deleted in their entirety and replaced by the following new article 18:

*"The Company shall have no right of lien over any shares issued in the Company for any indebtedness or liability of the holders of the shares in the Company."*

#### AGREEMENT

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

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

Signed by Y. Loukos  
Director, For and on behalf of  
TRISTONE HEALTHCARE LIMITED



Date

15 December 2021

#### NOTES

1. You can choose to agree to all of the Resolutions or none of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post or by email to Phil Ledgard at 5 Brooklands Place, Brooklands Road, Sale, Cheshire, United Kingdom, M33 3SD ([Phil@tristone.capital](mailto:Phil@tristone.capital)).

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.