

Company No: 13464075

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CMB HEALTHCARE HOLDINGS LTD
(**"COMPANY"**)

Circulation Date: 26 September 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company ("Directors") propose that resolution 1 is passed a special resolution and resolution 2 is passed as an ordinary resolution ("Resolutions").

SPECIAL RESOLUTION

- (1) THAT, with immediate effect, the draft articles of association attached to these resolutions ("New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of the Company's existing articles of association.

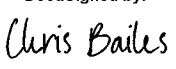
ORDINARY RESOLUTION

- (2) THAT, the entire issued share capital of the Company be re-designated as follows:
- (a) 90 ordinary shares of £1.00 each in the capital of the Company be re-designated as 90 A ordinary shares of £1.00 each; and
 - (b) 10 ordinary shares of £1.00 each in the capital of the Company be re-designated as 10 B ordinary shares of £1.00 each,
- each having the rights and being subject to the restrictions set out in the New Articles.

AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

DocuSigned by:

.....19023B7FBB1C4E0.....

26 September 2022.....

Date

Christian Marc Bailes (as legal shareholder for
and on behalf of HCRG Care Custodial Services
Ltd, the beneficial shareholder)

Notes:

1. The Resolutions are first sent or submitted to members of the Company on the Circulation Date.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one. To signify agreement to the Resolutions, a member should sign and date them and return them to the Company within 28 days of the Circulation Date using one of the following methods:
 - 2.1. by hand: delivering the signed copy to Freeths LLP, Floor 3, 100 Wellington Street, Leeds, LS1 4LT (ref: DN)
 - 2.2. by post: returning the signed copy to Freeths LLP, Floor 3, 10 Wellington Street, Leeds, LS1 4LT (ref: DN)
 - 2.3. by email: sending the signed copy to fiona.woodhead@freeths.co.uk
3. A member's agreement to the Resolutions, once signified, cannot be revoked.
4. The Resolutions will lapse if it is not passed before the end of the period of 28 days beginning with the Circulation Date. A member who signs and returns it to the Company after the expiry of that period will not be regarded as signifying his agreement to it.
5. The ordinary resolution will be passed once members representing more than 50% of the total voting rights of the members of the Company who would have been entitled to vote on it on the Circulation Date have signified their agreement to it.
6. The special resolution will be passed once members representing at least 75% of the total voting rights of the members of the Company who would have been entitled to vote on it on the Circulation Date have signified their agreement to it.

APPENDIX
New Articles