

Company Number: 14313344

THE COMPANIES ACT 2006

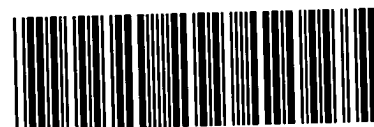
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BN CARE HOLDINGS LIMITED ("Company")

Circulation Date – 24 January 2023



TUESDAY

A07 *ABWTOQEO* 07/02/2023 #175
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that resolutions 1 and 2 are passed as written resolutions of the Company having effect as ordinary resolutions and resolutions 3 and 4 are passed as written resolutions of the Company having effect as special resolutions ("Resolutions").

ORDINARY RESOLUTIONS

1. **THAT** the situational or other conflicts of interest of Wade Newmark, as a director of the Company arising as a result of the acquisition of shares are hereby authorised and approved and any actions by him which would or might otherwise be an infringement of a director's duty under section 175 of the Act or otherwise by virtue of the nature of his conflict of interest be and are hereby authorised and approved.
2. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to approve the issue of:
 - 2.1. Ordinary Shares of £1.00 each up to an aggregate nominal amount of £3.00;
 - 2.2. Redeemable Preference Shares of £1.00 each up to an aggregate nominal amount of £530,000;
 - 2.3. Redeemable Preference CF Shares of £1.00 each up to an aggregate nominal amount of £130,000; and
 - 2.4. Redeemable Preference RP Shares of £1.00 each up to an aggregate nominal amount of £340,000,

in the capital of the Company each having the rights and restrictions attached to them in the new articles of association to be adopted pursuant to Resolution 4 below. Unless renewed, varied or revoked by the Company, this authority shall expire on a date no longer than five years from the date Resolution 2 is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

This authority is in addition to all unexercised authorities previously granted to the Directors and without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Resolution 2 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- 3.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,003; and
- 3.2. expire on a date no longer than five years from the date that Resolution 3 is passed (unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of any such offer or agreement notwithstanding that the power conferred by this Resolution 3 has expired.
4. **THAT** the draft articles of association attached to this Resolution 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 RESOLUTIONS

5. **THAT**, in accordance with section 618 of the Companies Act 2006, and subject to the passing of Resolutions 2, 3 and 4 and the allotment of the equity securities pursuant to Resolutions 2 and 3 having taken place, the 165 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 165,000 ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned was at the time the Resolutions was circulated entitled to vote on, and irrevocably agrees to, the Resolutions.

DocuSigned by:

Wade Newmark

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Wade Newmark

24 January 2023

Date

NOTES

1. If you agree with the Resolutions, 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 Matthew Simmonds, Brachers LLP, Somerfield House, 59 London Road, Maidstone, Kent ME16 8JH; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to MatthewSimmonds@brachers.co.uk. Please type "Shareholder Resolution – BN Care Holdings Limited" in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.