

## **CHOLWELL HOUSE NURSING HOME LIMITED**

**Company Number: 04747378**  
(the "Company")

### **Procedure of the Members Written Resolution**

#### **About the Written Resolutions**

Written resolutions may be passed as ordinary or special resolutions. The former of which requires a simple majority of the eligible voting members to agree, whilst a special resolution requires three quarters of the eligible voting members to agree.

#### **Agreeing to the Resolution**

Please signify your agreement to those resolutions which you do agree to by signing against your name where indicated and entering the date on which you signed the document. If you return the document signed, but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.

You should also add your initials next to each Resolution you agree to. If you do not add your initials, it will be assumed that you agree to all the resolutions being passed.

Once completed, you should return the document to the Company at CHOLWELL HOUSE NURSING HOME LIMITED, 4 King Square, Bridgwater, Somerset, TA6 3YF.

If you do not agree to any of the resolutions, then no further action is necessary.

#### **Expiration**

If not passed by the requisite majority of the total voting rights of eligible members, these written resolutions shall lapse in 28 days.



# **CHOLWELL HOUSE NURSING HOME LIMITED**

**Company Number: 04747378**

**(the "Company")**

## **Written Consent Relating to a Variation of Class Rights**

In accordance with section 630 of the Companies Act 2006, we, being the holders of not less than 3/4 of shares in nominal value of the issued Ordinary Shares of £1.00 each in the Capital of the Company, hereby irrevocably consent and agree to the passing of the Ordinary Resolutions accordingly marked and the Special Resolution also accordingly marked set out in the attached draft written resolution and every variation, modification or change of the rights, privileges and restrictions to the Ordinary Shares of £1.00 each as a class of shares which will or may be affected thereby.

  
Terrance Thompson

Date: 18/02/21

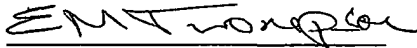
**CHOLWELL HOUSE NURSING HOME LIMITED**

**Company Number: 04747378**

**(the "Company")**

**Written Consent Relating to a Variation of Class Rights**

In accordance with section 630 of the Companies Act 2006, we, being the holders of not less than 3/4 of shares in nominal value of the issued "A" Ordinary Shares of £1.00 each in the Capital of the Company, hereby irrevocably consent and agree to the passing of the Ordinary Resolutions accordingly marked and the Special Resolution also accordingly marked set out in the attached draft written resolution and every variation, modification or change of the rights, privileges and restrictions to the "A" Ordinary Shares of £1.00 each as a class of shares which will or may be affected thereby.



Eileen Thompson

Date: 18-02-21


# CHOLWELL HOUSE NURSING HOME LIMITED

Company Number: 04747378

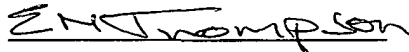
(the "Company")

## Written Consent Relating to a Variation of Class Rights

In accordance with section 630 of the Companies Act 2006, we, being the holders of not less than 3/4 of shares in nominal value of the issued "B" Ordinary Shares of £1.00 each in the Capital of the Company, hereby irrevocably consent and agree to the passing of the Ordinary Resolutions accordingly marked and the Special Resolution also accordingly marked set out in the attached draft written resolution and every variation, modification or change of the rights, privileges and restrictions to the "B" Ordinary Shares of £1.00 each as a class of shares which will or may be affected thereby.

  
For and on behalf of  
T B Thompson Discretionary Trust

Date: 18/02/21

  
For and on behalf of

E M Thompson Discretionary Trust

Date: 18-02-21

# CHOLWELL HOUSE NURSING HOME LIMITED

Company Number: 04747378  
(the "Company")

Private Company Limited by Shares  
The Companies Act 2006

Written Resolutions of the eligible members of the Company, proposed by the Directors of the Company

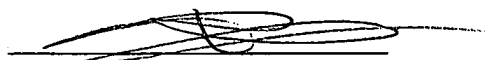
We, the undersigned, being the required majority of eligible members of the Company resolve:

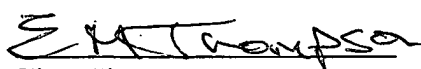
## Ordinary Resolutions

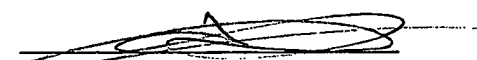
1. THAT the 225 Ordinary Shares of £1.00 each in the Capital of the Company held by T B Thompson Discretionary Trust be and are hereby re-designated as 225 "B" Ordinary Shares of £1.00 each in the Capital of the Company.
2. THAT the 225 "A" Ordinary Shares of £1.00 each in the Capital of the Company held by E M Thompson Discretionary Trust be and are hereby re-designated as 225 "B" Ordinary Shares of £1.00 each in the Capital of the Company.
3. THAT the directors of the Company shall be unconditionally authorized pursuant to Section 551 of the Companies Act 2006, to allot shares in the Company up to a maximum amount of £600,000 divided into 200,000 Ordinary Shares of £1 each, 200,000 "A" Ordinary Shares of £1.00 each and 200,000 "B" Ordinary Shares of £1.00 each in accordance with Article 23 of the Articles of Association as adopted below, at any time during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

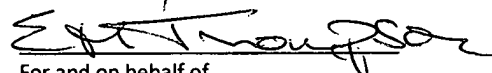
## Special Resolution

4. THAT the Regulations attached hereto (including Article 23, Variation of Share Rights) and initialed by the chairman for the purposes of identification be adopted as the articles of association of the company in substitution for and to the exclusion of the existing articles.

  
Terrance Thompson  
Date: 18/02/21

  
Eileen Thompson  
Date: 18/02/21

  
For and on behalf of  
T B Thompson Discretionary Trust  
Date: 18/02/21

  
For and on behalf of  
E M Thompson Discretionary Trust  
Date: 18/02/21