

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PHAROS CARE LIMITED

(the "Company")

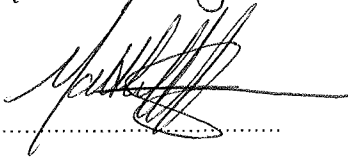
SPECIAL RESOLUTION

On 4 February 2022 the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

SPECIAL RESOLUTIONS

1. That for the purpose of paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006 at any time on and following the date of this resolution.
2. THAT, accordingly, notwithstanding anything to the contrary in the Company's articles of association, each of the directors of the Company be authorised to be counted in the quorum and vote at any board meeting in connection with the proposed sale of the entire issued share capital of the Company's ultimate holding company, Midway Care Group Holdings Limited (company number 09836723), to City and County Healthcare Group Limited.
3. THAT:
 - (a) all actions, matters and/or decisions taken by the Company and/or its directors prior to the date of these resolutions in relation to the Company; and
 - (b) the negotiation, execution, delivery and performance of all documents, notices, agreements and/or deeds by the Company and/or any director of the Company prior to the date of these resolutions,be, in each case, hereby ratified, approved and confirmed, including notwithstanding any personal interest of any director of the Company (past or present).
4. THAT the Company's allotted and issued share capital is confirmed as 55 ordinary shares of £1 each.
5. THAT Midway Care Group Limited (a company registered in England and Wales with company number 07209472) is confirmed as the sole registered holder and beneficial owner of the entire issued share capital of the Company.

Date: 4 February 2022

A handwritten signature in black ink, appearing to be 'Yusuf', written over a dotted line.

Director