

Company No. 08555035

Written Resolution of HIGHPOINT CARE LIMITED (the "Company")

Circulation Date: 08/09/ 2023

Pursuant to section 288 of the Companies Act 2006, it is proposed that the following resolution of the Company is passed as a special resolution (the "**Resolution**");

SPECIAL RESOLUTION

1. THAT, the articles of association be amended by the insertion of new Article 15, the wording of which shall be as follows:

"15. SHARE TRANSFERS

15.1 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend or delay registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee, successor, permitted assignee or transferee of such a bank or institution (a "Secured Institution");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

15.2 Notwithstanding anything to the contrary contained in these Articles, no transferor or proposed transferor (including a Secured Institution), of any shares in the capital of the Company to a Secured Institution shall be required to provide any prior written notice of the transfer to the Company or to offer the shares which are, or are to be the subject of any such transfer, to the existing shareholders of the Company at the time of the proposed transfer, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

15.3 Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any shares which have been charged by way of security to a Secured Institution.

15.4 Notwithstanding anything to the contrary contained in these Articles, any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution (as defined below) by any shareholder of the Company from time to time."

Please read the Notes below before taking any further action with regard to the Resolution.

The undersigned, being all of the "eligible members" of the Company (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolution on the circulation date specified above, irrevocably agree to the Resolution:



EM. Patel

For and on behalf of HIGHPOINT CARE GROUP LIMITED

Dated: 08/09/ 2023

NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree with all of 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 Colliers Croft Clipsley Lane, Haydock, St. Helens, Merseyside, WA11 0JG.

Post: returning the signed copy by post to Colliers Croft Clipsley Lane, Haydock, St. Helens, Merseyside, WA11 0JG.

Email: attaching a scanned copy of the signed document to an email and sending it to *katherine.patel@highpointcare.co.uk*. Please enter "Written resolution" in the email subject box.

2. If you do not agree to the Resolutions, you do not need to do anything and 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 the Circulation Date sufficient agreement has been received for the Resolutions to be passed, they 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 of the Company.
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 (certified as a true copy by a relevant professional) when returning this document.