

Company Number: 11571938

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY**

**LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**PH MALPAS LIMITED**

**(the "Company")**

**Circulation Date: 16 October 2019**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below be passed as ordinary resolutions (together the "**Ordinary Resolutions**") and resolution 3 below be passed as a special resolution ("**Special Resolution**") (the Ordinary Resolutions and the Special Resolution together being the "**Resolutions**"), but so that none of the Resolutions can be passed unless all of them are passed:

**Ordinary Resolutions**

1. **THAT** the 1 ordinary share of £1 currently in issue in the capital of the Company, be sub-divided into 100 ordinary shares of £0.01 each.
2. **THAT** accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £1.10 (exclusive of the shares in issue at the date this resolution is passed) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect

**Special Resolution**

3. **THAT** subject to the passing of the Ordinary Resolution, the directors be and are generally empowered to allot shares in the capital of the Company pursuant to the authority conferred by the Ordinary Resolutions, as if section 561 of the Act did not apply to any such allotment, provided that this power shall



- a. be limited to the allotment of shares up to an aggregate nominal amount of £1.10 (exclusive of the shares in issue at the date this resolution is passed); and
- b. expire on the date which is five years from the date this resolution 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 shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

#### **Agreement**

**Please read the notes attached to this document before signifying your agreement to the Resolution.**

We the undersigned (being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed:

  
Mysing Care Limited

Dated:

16 October

2019

## Notes

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to DWF LLP, Bridgewater Place, Water Lane, Leeds LS11 5DY.
  - 1.2 **Post:** returning the signed copy by post to DWF LLP, Bridgewater Place, Water Lane, Leeds LS11 5DY.
2. You may agree to all of the Resolutions or none of them. If you do not agree with the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
5. If the Resolutions are not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
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.