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**AXA ICAS OCCUPATIONAL HEALTH SERVICES LIMITED**  
**(the "Company")**

**Company Number: 01336017**

**Written resolution of the Members pursuant to  
section 281 and 283 and Chapter 2 of Part 13 of the Companies Act 2006**

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Circulation Date: 1 March 2024

In accordance with sections 281 and 283 and Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose the following Special Resolutions to be passed by Written Resolution.

We, the undersigned, being members of the Company eligible to attend and vote at general meetings of the Company, hereby pass the following resolutions designated as a special resolution and agree that the said resolutions shall be valid and effective as if it had been passed at a general meeting the Company duly convened and held.

**SPECIAL RESOLUTIONS**

**IT WAS RESOLVED:**

1. THAT 29 of fully paid issued ordinary shares of £1.00 each of the Company be cancelled and extinguished such that the share capital of the Company be reduced so that the issued share capital of the Company will be £1.00; and
2. THAT there be a reduction in other reserves of £67,456.74.

**Agreement to Written Resolution**

*Please read the notes at the end of this document before signifying your agreement to the Written Resolution.*

Signed by: **Heather Smith**

duly authorised for and on behalf of  
**AXA PPP HEALTHCARE GROUP LIMITED**



Signature

Date: 15/03/2024

Notes:

1. These written resolutions have been proposed by the directors of the Company. The purpose of the resolutions is to reduce the share capital of the Company in preparation for voluntary strike off.
2. The circulation date of these written resolutions is 1 March 2024.
3. Please signify your agreement to the resolutions if you agree by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below.
  - **By Hand:** deliver the signed and dated copy to AXA UK plc, Group Secretariat, 20 Gracechurch Street, London EC3V 0BG.
  - **By Post:** return the signed and dated copy by post to AXA UK plc, Group Secretariat, 20 Gracechurch Street, London EC3V 0BG.
  - **Electronically:** return a scanned version of the original signed and dated copy to [Caroline.Riddy@axa-uk.co.uk](mailto:Caroline.Riddy@axa-uk.co.uk).

If you do not agree to the Written Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.

4. 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.
5. If not passed by the requisite majority of the total voting rights for eligible members, these written resolutions will lapse by the end of 28 days from the date of circulation.
6. As the resolutions are special resolutions, the requisite majority needed to pass the resolutions is 75% of the total voting rights of eligible members.
7. Once these resolutions have been signed and returned to the Company, your agreement may not be revoked.