
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VITA HEALTH WELLNESS LIMITED

(Registered in England and Wales – No. 02456305)

(Circulated on 21 July 2021)

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

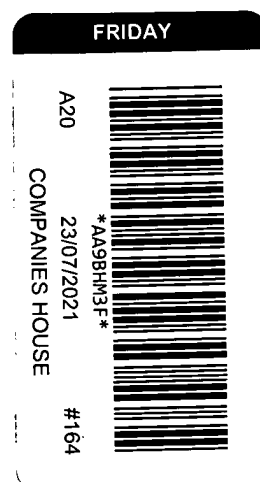
- 1 **THAT** with immediate effect the articles of association of the Company be altered by the insertion of a new article 15 immediately after the existing article 14 as follows:

"15 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this article 15 (to the effect that any provision contained in this article 15 shall override any other provision of these articles):

1. *The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*

*(a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) ("**Secured Institution**") (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or*

(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 a power of sale or other power existing under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

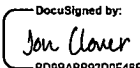
2. *The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in this article 15.1(a) above).*

3. *Any lien set out in these articles, shall not apply to shares held by a Secured Institution (as defined in this article 15.1(a) above).*

Any variation of this article 15 shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

If you agree to the above resolutions, please signify your agreement. You should read the notes at the end of this document before signifying your agreement to the above resolutions.

I, the undersigned, being a member entitled to vote on the above resolution on
21 July 2021, **IRREVOCABLY AGREE** to the above resolution:

Signature: 
Name: Jon Clover
Duly authorised for and on behalf of Vita
Health Group Limited
Date: 21 July 2021

Notes

- 1 You may choose to agree to **all** of the resolutions or **none** of them but **you cannot agree to some only** of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using the following method:

By electronic signature platform: by returning the signed copy via DocuSign in accordance with the signing instructions set out in the email generated by that platform.

- 2 If you do not agree to all of the resolutions, you do not need to do anything. 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 sufficient agreement has been received for the resolutions to pass within 28 days beginning with the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the expiry of 28 days beginning with the Circulation Date.