

WRITTEN RESOLUTION

OF

OASIS DETAL CARE (SOUTHERN) HOLDINGS LIMITED

Company Number: 02848490

(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

ORDINARY RESOLUTIONS

1. THAT the existing 138,750 ordinary A shares of £1.00 each in the capital of the Company into 1,387,500 ordinary A shares of £0.10 each and the existing 11,250 ordinary B shares of £1.00 each in the capital of the Company into 112,500 B ordinary shares of £0.10 each (the "**Subdivision**");
2. THAT following the Subdivision, the following shares in the capital of the Company be reclassified as ordinary A shares of £0.10 each:
 - (i) 112,500 ordinary B shares of £0.10 each
 - (ii) 836,410 B ordinary shares of £0.10 each;
 - (iii) 1,056,666 ordinary C shares of £0.10 each;
 - (iv) 750,000 ordinary D shares of £0.10 each; and
 - (v) 716,049 ordinary E shares of £0.10 each,

such that the issued share capital of the Company will comprise 4,859,125 ordinary A shares of £0.10 each (the "**Reclassification**").

SPECIAL RESOLUTIONS

3. THAT following the Reclassification, the share capital of the Company be reduced from £485,912.50 divided into 4,859,125 ordinary A shares of £0.10 each to £1.00 divided into ten ordinary A shares of £0.10 each, by way of cancellation of 4,859,115 ordinary A shares , with the amount by which the Company's share capital is to be so reduced being credited to a reserve; and
4. THAT the amounts standing to the share premium account of the Company be reduced and cancelled and the amount of the share premium account so cancelled be credited to a reserve.

By order of the board:



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Director

10 March 2022

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Date

Oasis Dental Care (Southern) Holdings Limited

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolution.
2. The circulation date of the written resolution is 10 March 2022 (the “**Circulation Date**”).
3. The procedure for signifying agreement by eligible members to a resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member’s agreement to a resolution, once signified, may not be revoked; and
 - (D) a resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the resolutions within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO RESOLUTIONS

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.



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Director

Oasis Healthcare Limited

10 March 2022

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Date: