

(Company Number: 03481736)

PRIVATE COMPANY LIMITED BY SHARES

THE COMPANIES ACT 2006  
WRITTEN RESOLUTIONS

of

MEDIVET GROUP LIMITED (the *Company*)

(Circulation Date: 5 November 2021) (the *Circulation Date*)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 2 below are passed as ordinary resolutions and that resolution 3 below is passed as a special resolution.

**ORDINARY RESOLUTIONS**

1. **THAT** the Company be authorised to:
  - a. sub-divide each ordinary share of £1.00 each in the capital of the Company into 100 ordinary shares of £0.01 each in the capital of the Company;
  - b. sub-divide each B ordinary share of £2.00 each in the capital of the Company into 200 B ordinary shares of £0.01 each in the capital of the Company; and
  - c. sub-divide each redeemable preference share of £1.00 each in the capital of the Company into 100 redeemable preference shares of £0.01 each in the capital of the Company.
2. **THAT**, provided that resolution 1 above is passed and the sub-division of shares contemplated therein is effected, each of the A ordinary shares, B ordinary shares and redeemable preference shares in the Company be converted into an ordinary share, each share having the same rights and being subject to the same restrictions as the ordinary shares of £0.01 each in the Company, as set out in the Company's current articles of association.

**SPECIAL RESOLUTION**

3. **THAT**, provided that resolutions 2 and 3 above are passed and given effect, the articles of association in the form attached to this resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

**AGREEMENT**

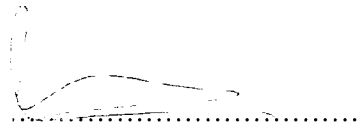
Please read the Notes at the end of this document before signifying your agreement to the resolutions set out herein (the *Resolutions*).

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably votes in favour of the Resolutions:

Signed by Neil Harrington

For and on behalf of

**MEDIVET GROUP HOLDINGS LIMITED**



Dated

05/11/ 2021

## NOTES:

1. These resolutions have been sent to all of the members of the Company entitled to vote on these resolutions on the circulation date. Only such members (or persons duly authorised on their behalf) should sign these resolutions.

2. If you agree to all of the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by e-mail, attaching a scanned copy of the signed document to an e-mail. Please enter “Written resolutions dated \_\_\_\_\_2021” in the e-mail subject box.

If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree to the resolutions if you do not reply.

3. Once you have signified your agreement to the resolutions, you may not revoke your agreement.

4. These resolutions must be passed within 28 days beginning with the Circulation Date. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date. If you wish to vote in favour of the resolutions, please ensure that your agreement is received by the Company on or before 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.

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.

## **APPENDIX**

Proposed articles of association of the Company