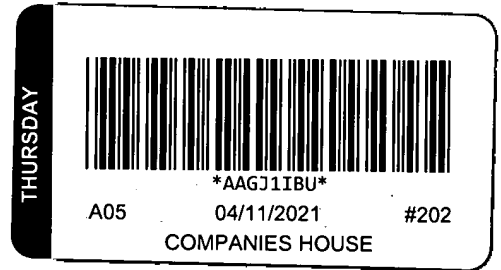


THE COMPANIES ACT 2006

BESPAK EUROPE LIMITED
Company Number: 03515896
(the "Company")



WRITTEN RESOLUTIONS OF THE ELIGIBLE MEMBER

Circulation Date: 28 October 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below (together, the "**Resolutions**") be passed as special resolutions. We, the undersigned, being the eligible member of the Company who (at the date of circulation of these Resolutions) would be entitled to receive notice of and to attend and vote at a general meeting of the Company on these Resolutions, hereby resolve and agree pursuant to section 288 of the Companies Act 2006 and Article 53 of the articles of association of the Company to the passing of the following Resolutions (which would otherwise be required to be passed as special resolutions) by way of written resolutions, and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

THAT:

SPECIAL RESOLUTIONS

1. IT IS RESOLVED THAT:

1.1 the articles of association of the Company be amended by inserting a new Article 17 as follows:

"17. Secured Institution

Notwithstanding anything contained in these articles or otherwise:

17.1 *Any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:*

17.1.1 *to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee of such a Secured Institution;*

17.1.2 *executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;*

17.1.3 *executed by a receiver or manager appointed by a Secured Institution pursuant to any security document;*

17.1.4 *delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution; and/or*

17.1.5 by any insolvency practitioner in the course of selling those shares.

17.2 Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this Article.

17.3 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.

17.4 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

17.5 For the purposes of this Article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

1.2 any director of the Company be and is hereby authorised to do all things necessary to implement the amendment of the articles of association of the Company.

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above Resolutions on the date of circulation of these Resolutions, hereby irrevocably agrees to the Resolutions.

[signature page follows]

For and on behalf of Consort Medical Limited, the sole member of Bepak Europe Limited

CJF. HLAIRE

Date: 28 October 2021

NOTES:

- (1) You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand or by post: signed copy to be delivered/sent to Latham & Watkins, 99 Bishopsgate, London EC2M 3XF, United Kingdom, Attention: Medha Vikram and Harry Webb, acting on behalf of the Company; or
- By e-mail: scanned copy of the signed document to be attached to an email and sent to medha.vikram@lw.com and harry.webb@lw.com with "Project Roar Accession – Shareholder Written Resolutions" in the 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 if you fail to reply.

- (2) Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- (3) Unless by 28 days from the circulation date of the written Resolutions sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.