

INSPIRATION HEALTHCARE GROUP PLC

(Registered in England and Wales – Company No. 03587944)

RESOLUTIONS PASSED AT A GENERAL MEETING ON 6 JULY 2020

At a general meeting of the members of Inspiration Healthcare Group plc (the "**Company**") held at the Company's offices at Unit 2 Satellite Business Village, Crawley, West Sussex, England, RH10 9NE at 11.00 a.m. on 6 July 2020, the following resolutions were passed, of which Resolution 1 was an ordinary resolution and Resolution 2 was a special resolution.

ORDINARY RESOLUTION

1. **THAT**, conditional upon the passing of Resolution 2 occurring, and in addition to any other authorities granted to the directors pursuant to section 551 of the Companies Act 2006 (the "**Act**") prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to:
 - (a) the allotment of up to 25,323,115 new ordinary shares of 10p each in the capital of the Company ("**Ordinary Shares**") in connection with the Placing (as defined in the circular to shareholders of the Company dated 19 June 2020 (the "**Circular**"));
 - (b) the allotment of up to 767,617 new Ordinary Shares in connection with the Open Offer (as such term is defined in the Circular);
 - (c) the allotment of up to 61,500 new Ordinary Shares in connection with the Director Subscriptions (as such term is defined in the Circular);
 - (d) the allotment of up to 2,769,231 new Ordinary Shares in connection with the Acquisition (as such term is defined in the Circular),

and further provided that, unless previously renewed, revoked, varied or extended, this authority shall expire on the date which is 12 months from the date of the passing of this resolution except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, conditional upon the passing of Resolution 1 occurring, and in addition to any other authorities given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are empowered, pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:




- (a) the allotment of up to 25,323,115 new Ordinary Shares in connection with the Placing (as such terms are defined in the Circular);
- (b) the allotment of up to 767,617 new Ordinary Shares in connection with the Open Offer (as such term is defined in the Circular);
- (c) the allotment of up to 61,500 new Ordinary Shares in connection with the Director Subscriptions (as such term is defined in the Circular);

and further provided that, unless previously renewed, revoked, varied or extended, this power shall expire on the date which is 12 months from the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Registered Office:

Unit 2 Satellite Business Village,
Crawley,
West Sussex,
England,
RH10 9NE

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Chairman

6 July 2020

Date