

Company No. 04081094

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

COPY SPECIAL RESOLUTION

of

ERGOMED PLC

(the “Company”)

(passed on 13 October 2023)

At the General Meeting of the Company held at the offices of Consilium Strategic Communications, at 85 Gresham Street, London, EC2V 7NQ on 13 October 2023 at 11:10 a.m., the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

1. THAT for the purpose of giving effect to the scheme of arrangement dated 22 September 2023 between the Company and the holders of Scheme Shares (as defined in such scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, in its original form or subject to such modification, addition, or condition as may be agreed between the Company and Bidco and approved or imposed by the Court (the “Scheme”):
 - (A) the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
 - (B) with effect from the passing of this resolution, the articles of association of the Company be and are amended by the adoption and inclusion of the following new article 56:

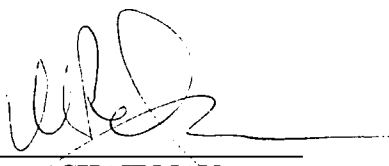
“SCHEME OF ARRANGEMENT

- (i) In this article, references to the Scheme are to the scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme dated 22 September 2023) and as approved by the holders of the Scheme Shares at the meeting convened by the Court (as defined in the Scheme) and subject to any

modification, addition or condition approved or imposed by the High Court of Justice of England and Wales, and references to Bidco are to Eden AcquisitionCo Limited, a company incorporated in England and Wales (company number 15049830) whose registered office is at C/O Alter Domus (Uk) Limited 10th Floor, 30 St Mary Axe, London, United Kingdom, EC3A 8BF, and otherwise expressions defined in the Scheme shall have the same meanings in this article.

- (ii) Notwithstanding any other provision of these articles, if the Company issues any shares (other than to Eden AcquisitionCo Limited “**Bidco**”), any subsidiary of Bidco or any nominee(s) of Bidco) on or after the adoption of this article and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and the holder or holders of such ordinary shares shall be bound by the Scheme accordingly.
- (iii) Notwithstanding any other provision of these articles, subject to the Scheme becoming effective, if any shares are issued or transferred to any person (other than Bidco, any subsidiary of Bidco or any nominee(s) of Bidco) at or after the Scheme Record Time (a “**New Member**”), (each a “**Post-Scheme Share**”), such Post-Scheme Shares shall be issued on terms that they shall (on the Effective Date (as defined in the Scheme)) or, if later, on issue (but subject to the terms of paragraphs (iv) and (v) below), be immediately transferred to Bidco (or as it may direct) (the “**Purchaser**”), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional on the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the cash consideration that the New Member would have been entitled to had such Post-Scheme Share been a Scheme Share.
- (iv) Any New Member (other than, for the avoidance of doubt, a person who becomes a New Member by virtue of a transfer pursuant to this paragraph (iv)) may, prior to the issue of Post-Scheme Shares to him or her pursuant to the exercise of an option under the Ergomed Share Scheme (as defined in the Scheme), give not less than two business days’ written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer some or all of such Post-Scheme Shares to his or her spouse or civil partner and may, if such notice has been validly given, on such Post-Scheme Shares being issued to him or her, immediately transfer to his or her spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares will then be immediately transferred by that spouse or civil partner (as applicable) to the Purchaser pursuant to paragraph (iii) above. If notice has been validly given pursuant to this paragraph (iv) but the New Member does not immediately transfer to his or her spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such shares will be transferred to the Purchaser and/or its nominee(s) pursuant to paragraph (iii) above.
- (v) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date (as defined in the Scheme), the value of the consideration per Post-Scheme Share to be paid under paragraph (iii) above shall be adjusted by the directors in such manner as the auditors of the Company or an independent investment bank selected by the Company may determine to be fair and reasonable to reflect such reorganisation or alteration. References in this article to such shares shall, following such adjustment, be construed accordingly.

- (vi) To give effect to any transfer of Post-Scheme Shares required by this article 56, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser. The Company may give good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder of the Post-Scheme Shares and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for any Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to paragraph (iii) above by sending a cheque drawn on a UK clearing bank (or shall procure that such a cheque is sent) in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares within 14 days of the date on which the Post-Scheme Shares are issued to the New Member.
- (vii) If the Scheme shall not have become effective by the date referred to in clause 7(B) of the Scheme (or such later date, if any, as Bidco and the Company may agree and the Court and the Panel on Takeovers and Mergers may allow, if such consent is required), this article shall be of no effect.
- (viii) Notwithstanding any other provision of these articles, both the Company and the directors shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date of the Scheme other than to Bidco or its nominee(s)."



CHAIRMAN