

**Euroclinics (UK) Limited**  
**(the "Company")**  
**Company Number 04499876**

**Minutes of the Meeting of the Board of Directors of the Company held at Beechwood Hall,  
Kingsmead Road, High Wycombe, Buckinghamshire, HP11 1JL on 15 July 2020**

**Present:**

**David Petrie (Chairman)**  
**Richard Bradford**

**1. Notice and Quorum**

The Chairman reported that each Director had been given proper notice of the meeting and of the business to be transacted. The Chairman noted that a quorum was present and declared the meeting open.

**2. Declaration of interest**

**2.1 Each Director noted the need to disclose:**

- a) any situation in which they could have a direct or indirect interest (or duty) that conflicts, or possibly may conflict, with the interests of (or their duties to) the Company, with a view to determining with the Board of Directors of the Company how the situation should be dealt with (to the extent such situation had not previously been duly declared and authorised, where required); and
- b) the nature and extent of any direct or indirect interest they have in a proposed (or existing) transaction or arrangement with the Company (to the extent such interest had not previously been declared, where required),

whether as a result of any of the matters to be considered at the meeting or any other matter.

**2.2 Accordingly the Directors declared the nature and extent of their interest in the matters to be considered at the meeting in accordance with the requirements of Section 175 and 177 of the Companies Act 2006 (the "Act") and the Company's Articles of Association (the "Articles").**

**2.3 The Chairman noted that there were no disclosures made at the meeting in relation to direct or indirect interests as noted above.**

**3. Purpose of the meeting**

The Chairman reported that the purpose of the meeting was to approve in good faith the statutory accounts for the year ended 30 September 2019 (the "Accounts").

**4. Documents produced to the meeting**

**4.1 The following documents were produced to the meeting:**

- a) the Accounts;



- b) a Letter of Representation dated 15 July 2020 addressed to the Company's auditors KPMG providing specific representations from the Directors regarding the audit and financial statements of the Company; and
- c) a Letter of Support from InHealth UK Holdings Limited to the Company confirming that it will continue to provide financial support to the Company to enable the Company to continue to trade and meet its financial obligations as they fall due for at least twelve months following the signing of the accounts for the year ended 30 September 2019

(together the "Documents")

## 5. Resolutions

Following consideration of the Documents and the matters referred to in section 172(1) of the Act, IT WAS RESOLVED that:

- a) the terms of, and the transactions contemplated by, the Documents and any ancillary or related documents be and are approved; and are in accordance with and not in contravention of the Articles or other constitutional documents or any law or other obligation of the Company, and that the Company execute or sign (as appropriate) the Documents and any ancillary or related documents.
- b) any Director be and is authorised to sign the Documents on behalf of the Company and in doing so to agree and approve any amendments made to the Documents after the holding of this meeting.
- c) each Director be severally authorised to do any act, matter or thing, and to execute and deliver any document as they may deem necessary or desirable to be done or executed in connection with the Documents, and to approve any amendments (whether or not material) or complete any details in relation to any document or any document referred to in these resolutions (including additional parties), that approval being conclusively evidenced by the execution or signature of the relevant document.

## 6. Filing

The Chairman noted to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

## 7. Close

There being no further business, the Chairman closed the meeting.

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Chairman