

COMPANY NUMBER: 05146354

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

MEDVIVO GROUP LIMITED (the "Company")

Circulation Date: 1 December 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the board of directors of the Company proposes that the following special resolution (the "**Resolution**") be passed as a written resolution by the sole shareholder of the Company.

For the purpose of the Resolution, the term "**Finance Documents**" has the meaning given to it in the bond subscription agreement between MedTop Intermediate Limited, Norgine Ventures Fund I S.C.A. SICAR and Claret European Speciality Lending Company III S.à.r.l. dated on or about the Circulation Date (the "**Subscription Agreement**").

The sole shareholder of the Company has been supplied with a copy of the Subscription Agreement prior to the date of this written resolution.

SPECIAL RESOLUTION

1. **THAT** all restrictions on the transfer, or registration of a transfer, of shares in the Company (the "**Shares**") contained (or incorporated by reference) in the memorandum or articles of association of the Company (including but not limited to any applicable directors' discretion to refuse registration, any pre-emption rights and/or any Company lien) be disapplied in connection with any transfer, or registration of a transfer, of the Shares imposed or contemplated by the Finance Documents.

Please read the notes at the end of this document before signifying your agreement to the Resolution set out above.

THE UNDERSIGNED, the sole shareholder of the Company entitled to vote on the above Resolution on the Circulation Date, HEREBY IRREVOCABLY AGREES to the Resolution.

Signed by 
Brian Cole

Date: 1 December 2023

For and on behalf of **MedTop**
Medvivo Limited

DocuSigned by:
Ranjan Singh
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Ranjan Singh

Date: 1 December 2023

For and on behalf of **MedTop**
Medvivo Limited

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it by attaching a scanned copy of the signed document to an email and sending it to oliver.edwards@healthhero.com and then posting the original to 10 Upper Berkeley Street, London, United Kingdom, W1H 7PE **by the date falling 28 days after the Circulation Date**. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply and the Resolution will lapse.
3. Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.