

Company number: 06509053

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

T&S ORTHOTICS LIMITED

(the "Company")

CIRCULATION DATE: 24 November 2021

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a special resolution of the Company:

ORDINARY RESOLUTION

1. THAT, subject to and conditional on the requisite class consents being obtained, the following shares in the capital of the Company be redesignated as follows:

Shareholder	Description of shares before redesignation	Description of shares after redesignation
Ability Matters Group Limited	760 A ordinary shares of £1.00 each	760 ordinary shares of £1.00 each
Ability Matters Group Limited	180 B ordinary shares of £1.00 each	180 ordinary shares of £1.00 each
Ability Matters Group Limited	2 C ordinary shares of £1.00 each	2 ordinary shares of £1.00 each

SPECIAL RESOLUTION

2. THAT, subject to and conditional on the passing of resolution 1, the articles of association of the Company attached to these written resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company including the relevant provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's articles of association.

The persons named below, being all the persons eligible to vote on the above resolutions on the circulation date, irrevocably agree to each of those resolutions.



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NOTE:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:

- **By hand:** delivering the signed copy to the Company's registered office address, marked for the attention of The Board.
- **Post:** returning the signed copy by post to the Company's registered office address, marked for the attention of The Board.

If you do not agree with 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. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.