

Company Number: 06563486

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

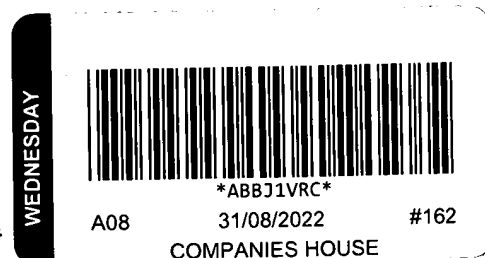
**WRITTEN RESOLUTION**

**OF**

**PARTNERING HEALTH LIMITED**

**(the "Company")**

**Circulated on** 17 August **2022**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions below are passed as special resolutions of the Company (the "**Resolutions**"). We, being the sole corporate member of the Company entitled to vote on the Resolutions below and having been supplied with a copy of all draft documents referred to in these Resolutions **HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING**, as special resolutions of the Company, and hereby irrevocably agree in accordance with Section 288 of the Act that the said Resolutions shall be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company be amended by inserting new Articles 38 and 39 as follows:

**Secured institutions**

"38 Notwithstanding any provision in these Articles to the contrary, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank, institution or other person to which such shares have been mortgaged or charged by way of security (whether as lender, agent or trustee for a group of banks or institutions or otherwise) (a "**Secured Institution**"), or to any nominee of such Secured Institution, pursuant to any such security (and a certificate by any such person or an employee of any such person that a

security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts);

- (ii) delivered to the Company for registration by a Secured Institution or its nominee in order to protect its security over the shares;
- (iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or
- (iv) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (v) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;
- (vi) no Secured Institution or its nominee; and
- (vii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall (in either such case) be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

39 The Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of shares:


- (i) held by any Secured Institution to which such shares have been mortgaged or charged by way of security or to any nominee of such Secured Institution; or
- (ii) being transferred as described in Article 38."

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being all the persons entitled to vote on the above Resolutions on  
17 August 2022, hereby irrevocably agree to the Resolutions.

Signed by

DocuSigned by:  


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For and on behalf of

**Partnering Health Holdings Limited**

Date: 17 August 2022

## Notes

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (i) By Hand: delivering the signed copy to the registered office of the Company
  - (ii) Post: returning the signed copy to the registered office of the Company

If you do not agree to 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. Unless, by no later than 28 days following the circulation date specified above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this 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 or authority when returning this document.