

Company number: 06593374

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PATHOLOGY SERVICES LIMITED

(the "Company")

Circulation Date

10.45am 17<sup>th</sup> June 2020



Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary resolutions be passed (the "Resolutions"):

**ORDINARY RESOLUTIONS**

1. **THAT** execution by the Company on behalf of Viapath Group LLP, Viapath Analytics LLP and Viapath Services LLP (collectively, "Viapath") of a settlement agreement between (1) Viapath and (2) Guy's and St Thomas' NHS Foundation Trust ("Settlement Agreement") be and is hereby approved.
2. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advance of the Company, for Viapath to enter into the Settlement Agreement.
3. **THAT** the terms of, and the transactions contemplated by, the Settlement Agreement are hereby approved, subject to such changes as the sole director or directors of the Company in his or their absolute discretion think fit, and that:
  - a. the directors of the Company are hereby instructed to take any action in connection with the negotiation, execution, delivery and performance of the Settlement Agreement and any documents relating thereto as they shall deem necessary or appropriate;
  - b. the directors of the Company be authorised to do all things necessary in respect of the Settlement Agreement, notwithstanding any restriction that might be placed on them under the provisions of the Company's memorandum and articles of association or

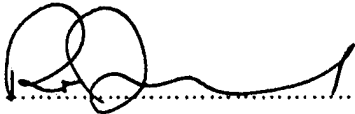
other constitutional documents, including, without limitation, agreeing the form and terms of the Settlement Agreement and any documents relating thereto and executing or ratifying the Settlement Agreement and any documents relating thereto that are to be executed by the Company under hand on behalf of the Company or ratified by the Company in the form so agreed; and

- c. the directors of the Company signing in the presence of a witness who attests the signature be authorised to execute and deliver any other document relating to the Settlement Agreement that is to be executed by the Company as a deed.

## AGREEMENT

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

The undersigned, being persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to those Resolutions as indicated above.

A handwritten signature in black ink, consisting of a large, stylized 'G' followed by a long, horizontal, wavy line.

For and on behalf of  
Guy's and St Thomas' Enterprises Limited

Date: 17<sup>th</sup> June 2020

**NOTES:**

1. You may agree to the Resolutions but not some only. 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:

**By hand:** delivering the signed copy to the Directors at F04 Gassiot House St Thomas' Hospital, Westminster Bridge Road, London, SE1 7EH; or

**Post:** returning the signed copy by post to FAO the Directors at F04 Gassiot House St Thomas' Hospital, Westminster Bridge Road, London, SE1 7EH.

2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by 28 days from the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
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.