

Company No.: 06593374

PATHOLOGY SERVICES LIMITED ("Company")

MINUTES of a meeting of the Board of the Company held by video conference on 17 June 2020 at 10.50am/pm.

PRESENT: Robert Drummond
Philip Whitecross

1. NOTICE AND QUORUM

Robert Drummond was appointed Chairman of the meeting. The chairman reported the due notice of the meeting had been given and that a quorum was present in accordance with clause 5 of the articles of association.

2 BUSINESS OF THE MEETING

- 2.1 The Chairman reported that the business of the meeting was to consider and, if thought fit, approve or ratify (as applicable) a settlement agreement under which Viapath Group LLP, Viapath Analytics LLP and Viapath Services LLP (together **Viapath**) would discontinue their proceedings against Guy's and St Thomas' NHS Foundation Trust (**GSTT**), to be executed by Viapath, acting through the Company, in its capacity as member of Viapath (**Settlement**).
- 2.2 The Chairman noted that the directors are required to consider their duties to the Company when considering the matters at this meeting.

3 DECLARATION OF INTERESTS

- 3.1 Each director declared that they had no update to make in relation to any previous declarations of interest made in respect of the Company
- 3.2 It was noted that each director is able to vote and form part of the quorum in relation to any proposed transaction or arrangement in which the director is interested.



4 CONSIDERATION OF THE DOCUMENTS

- 4.1 In connection with the Settlement, drafts of the settlement agreement and the written resolutions of Viapath had been produced to the meeting (**Documents**).
- 4.2 There was produced to the meeting a form of resolution (**Resolution**) which was proposed to be passed as a written resolution of the Company to approve the terms of the Settlement and direct the Company to take all steps necessary or desirable to promote the Settlement.
- 4.3 It was resolved that the Resolution be approved and that the Resolution should immediately be given to the sole shareholder of the Company for consideration and, if thought fit, agreement.

5 ADJOURNMENT AND RESUMPTION

The meeting then adjourned pending signature of the written resolution by the sole shareholder of the Company. On resumption the Chairman reported that the Resolution had been passed. It was noted that the Resolution authorised the directors to promote the Settlement and take all steps necessary or desirable in connection with the Settlement.

6 RESOLUTIONS

Having carefully considered the terms of the Settlement, the Resolution and all other relevant factors and taking into account all other matters discussed at the meeting, the Board unanimously resolved that:

- 6.1 the promotion of the Settlement by the Company in its capacity as member of Viapath be and is approved;
- 6.2 the form and terms of the other Documents and the execution of the Documents by the Company, acting as member on behalf of Viapath, be and are approved;
- 6.3 any director and, in the case of any Document requiring execution as a deed, any two directors or any director in the presence of a witness who attests their signature, be authorised to execute the Documents by the Company acting as member on behalf of Viapath in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as those executing the same think fit); and
- 6.4 in relation to the Settlement generally, any director be authorised to do all such acts and things and negotiate, approve, agree and execute on behalf of the Company all such other documents as any such director may consider necessary or desirable in the context of the Settlement.

7 CLOSURE

There being no further business to discuss the Chairman declared the meeting closed


Chairman