

Company Number: 06780612

**BIG HEALTH LTD**  
(the “Company”)

MEMBERS’ WRITTEN RESOLUTION PURSUANT TO  
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the “Act”)  
Circulated on 30 September 2022 (the “Circulation Date”)  
Passed on 24 October 2022

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act hereby AGREE and RESOLVE the following special resolution take effect as if it had been passed as a special resolution of the Company at a general meeting duly convened and held.

**Special Resolution**

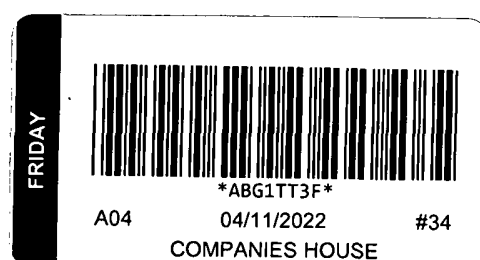
**THAT**, the articles of association of the Company attached hereto as Exhibit A be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association (the “**New Articles**”).

**AGREEMENT**

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

The undersigned, being the members of the Company and entitled to vote on the Resolution, hereby irrevocably agree to the Resolution approving the adoption of the New Articles.

*[Signature pages follow]*



\_\_\_\_\_  
For and on behalf of **Morningside  
Venture Investments Limited**

Date:

DocuSigned by:  
Alliot Cole  
A01F85FB3E5D450...  
For and on behalf of **Octopus  
Administrative Services**

Date: 10/7/2022

DocuSigned by:  
Alliot Cole  
A01F85FB3E5D450...  
For and on behalf of **Octopus  
Investments Nominees Limited**

Date: 10/7/2022

DocuSigned by:  
Alliot Cole  
A01F85FB3E5D450...  
For and on behalf of **Octopus  
Titan VCT plc**

Date: 10/7/2022

DocuSigned by:  
Alliot Cole  
A01F85FB3E5D450...  
For and on behalf of **Octopus  
Zenith Opportunities IV LP**

Date: 10/7/2022

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**Ophelia Brown**

Date:

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**Peter Read**

Date:

\_\_\_\_\_  
**Ronny Elor**

Date:

\_\_\_\_\_  
For and on behalf of  
**Samsung Next Fund, LLC**

Date:

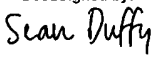
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**Ryan Carlson**

Date:



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**Samuel Atkins**

Date:

DocuSigned by:  
  
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**Sean Duffy**

Date: 10/1/2022

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**Sarah Pedersen**

Date:

\_\_\_\_\_  
For and on behalf of **Seglen II, LLC**

Date:

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**Shawn Zhou**

Date:

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**Sophie Bostock**

Date:

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**Susie Oblak**

Date:

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For and on behalf of **SVF II EU  
Aggregator (DE) LLC**

Date:

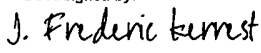
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**Tephany Padreganda**

Date:

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For and on behalf of **The  
Permanente Federation, LLC –  
Series K**

Date:

MEMBERS:

DocuSigned by:  
  
9F30B4D7E709461...  
For and on behalf of  
**515 Ventures LLC**  
Date: 10/3/2022

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**Abishek Ganesh**

Date:

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**Alasdair Henry**

Date:

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**Ankur Kaushal**

Date:

\_\_\_\_\_  
For and on behalf of **ArrowMark  
Fundamental Opportunity  
Fund, L.P.**

Date:

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**August Phillips**

Date:

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**Aviraj Singh**

Date:

\_\_\_\_\_  
For and on behalf of the estate of  
**Benjamin Chatfield**

Date:

\_\_\_\_\_  
For and on behalf of **Beta  
Endeavors, LLC**

Date:

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**Brandon Paluzzi**

Date:

MEMBERS:

\_\_\_\_\_  
For and on behalf of  
**515 Ventures LLC**

Date:

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**Abishek Ganesh**

Date:

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**Alasdair Henry**

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**Brandon Paluzzi**

Date: 10/1/2022

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**Samuel Atkins**

Date:

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**Sarah Pedersen**

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**Sean Duffy**

Date:

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For and on behalf of **Seglen II, LLC**

Date:

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**Shawn Zhou**

Date:

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**Sophie Bostock**

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**Susie Oblak**

Date:

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For and on behalf of **SVF II EU  
Aggregator (DE) LLC**

Date: 04-Oct-2022

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**Tephany Padreganda**

Date:

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For and on behalf of **The  
Permanente Federation, LLC –  
Series K**

Date:

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**Brendon Kelly**

Date:

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**Brijesh Patel**

Date:

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For and on behalf of **Carousel, LLC**

Date:

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**Celia Fong**

Date:

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**Chris Tower**

Date:

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**Claire Watanabe**

Date:



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**Colin Espie**

Date: 10 October 2022

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**Danielle Mansfield**

Date:

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For and on behalf of **Coöperatieve Gilde Healthcare IV U.A.**

Date:

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For and on behalf of **Coöperatieve Gilde Healthcare IV U.A.**

Date:

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**David Hames**

Date:

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**David Saraga**

Date:

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**Brendon Kelly**

Date:

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**Brijesh Patel**

Date:

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For and on behalf of **Carousel, LLC**

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**Celia Fong**

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**Chris Tower**

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**Claire Watanabe**


Date:

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**Colin Espie**


Date:

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**Danielle Mansfield**

Date:

DocuSigned by:  
  
7FBDB88E0283479...  
For and on behalf of **Coöperatieve Gilde Healthcare IV U.A.**

Date: 10/4/2022

DocuSigned by:  
  
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For and on behalf of **Coöperatieve Gilde Healthcare IV U.A.**

Date: 10/4/2022

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**David Hames**

Date:

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**David Saraga**

Date:

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**Brendon Kelly**

Date:

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**Brijesh Patel**

Date:

*Anand Shah*

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For and on behalf of **Carousel,  
LLC**

Date: 09/30/2022

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**Celia Fong**

Date:

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**Chris Tower**

Date:

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**Claire Watanabe**

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**Colin Espie**

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**Danielle Mansfield**

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For and on behalf of **Coöperatieve  
Gilde Healthcare IV U.A.**

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For and on behalf of **Coöperatieve  
Gilde Healthcare IV U.A.**

Date:

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**David Hames**

Date:

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**David Saraga**

Date:

\_\_\_\_\_  
For and on behalf of **Index Ventures  
VI (Jersey) LP**

Date:

\_\_\_\_\_  
For and on behalf of **Index Ventures  
VI Parallel Entrepreneur Fund  
(Jersey) LP**

Date:

\_\_\_\_\_  
**Ioannis Panousis**

Date:

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**Jake Mazanke**

Date:

\_\_\_\_\_  
For and on behalf of **Jam Jar Investments  
Nominee Limited**

Date:

DocuSigned by:  
*Jennifer Canavan*  
E88D54CFDD244F0...

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For and on behalf of **Peter A. Hames  
2021 Trust**

Date: 10/11/2022

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**Jessica Hovick**

Date:

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**Jonathan Arnold**

Date:

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**Justin Riele**

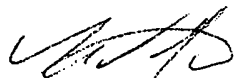
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For and on behalf of **Kaiser  
Permanente Ventures, LLC – Series  
C**

Date:

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**Tom Dyson**

Date:



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For and on behalf of **Tower Pension  
Trustees Full SIPP re Robert Bruce  
Taylor - 103424**

Date: 13/10/2022

\_\_\_\_\_  
**Tom Walker**

Date:



\_\_\_\_\_  
For and on behalf of **Tower Pension  
Trustees Full SIPP re Robert Bruce  
Taylor - 103424**

Date: 13/10/2022

\_\_\_\_\_  
**Vojtěch Bartoš**

Date:

\_\_\_\_\_  
For and on behalf of **Yucca (Jersey)  
SLP**

Date:

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**Yuhan Chen**

Date:

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**Vladimir Kluev**

Date:

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For and on behalf of **Index Ventures  
VI (Jersey) LP**

Date:

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For and on behalf of **Index Ventures  
VI Parallel Entrepreneur Fund  
(Jersey) LP**

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\_\_\_\_\_  
**Ioannis Panousis**

Date:

\_\_\_\_\_  
**Jake Mazanke**

Date:

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For and on behalf of **Jam Jar Investments  
Nominee Limited**

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For and on behalf of **Peter A. Hames  
2021 Trust**

Date:

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**Jessica Hovick**

Date:

\_\_\_\_\_  
**Jonathan Arnold**

Date:

\_\_\_\_\_  
**Justin Riele**

Date:

DocuSigned by:

*Thomas Meier*

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For and on behalf of **Kaiser  
Permanente Ventures, LLC – Series  
C**

Date: 10/18/2022

DocuSigned by:

Thomas Meier

ASCCCE7C4E4E24TB

For and on behalf of **Kaiser  
Permanente Ventures, LLC – Series D**

Date: 10/18/2022

**Kasia Biezychudek**

Date:

**Kit Fitton**

Date:

**Lauren Lazo**

Date:

**Luis Robles**

Date:

**Matthew Knight**

Date:

**Michael Radoccia**

Date:

**Michael Wood**

Date:

**Michael-George Hemus**

Date:

**Nina Kjellson**

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**Samuel Atkins**

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**Susie Oblak**

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For and on behalf of **SVF II EU  
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**Tephany Padreganda**

Date:

DocuSigned by:

*Anne Cadwell*

\_\_\_\_\_  
For and on behalf of **The  
Permanente Federation, LLC –  
Series K**

Date: 10/24/2022

MEMBERS:

\_\_\_\_\_  
For and on behalf of  
**515 Ventures LLC**

Date:

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**Alasdair Henry**

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**Ankur Kaushal**

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For and on behalf of **ArrowMark  
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**Aviraj Singh**

Date:

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For and on behalf of the estate of  
**Benjamin Chatfield**

Date:

DocuSigned by:

*Anin Gupta*

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\_\_\_\_\_  
For and on behalf of **Beta  
Endeavors, LLC**

Date: 10/10/2022

\_\_\_\_\_  
**Brandon Paluzzi**

Date:

**EXHIBIT A**

**The New Articles**

(see attached)

## NOTES

1. If you wish to vote in favour of the Resolution, please sign and date this document and return it to the Company's solicitors using one of the following methods:
  - (a) **by DocuSign:** by sending an email to Kelsey Repka at [krepka@lowenstein.com](mailto:krepka@lowenstein.com) requesting the document to be sent via a DocuSign envelope. Please enter "Big Health Ltd Written Resolution" in the email subject box
  - (b) **by email:** by attaching a scanned copy of the signed document to an email and sending to Kelsey Repka at [krepka@lowenstein.com](mailto:krepka@lowenstein.com). Please enter "Big Health Ltd Written Resolution" in the email subject box.
  - (c) **by hand:** delivering the signed copy to Kelsey Repka at 1251 Avenue of the Americas, 17<sup>th</sup> Floor, New York, NY 10020; or
  - (d) **by post:** returning the signed copy by post to Kelsey Repka at 1251 Avenue of the Americas, 17<sup>th</sup> Floor, New York, NY 10020; or

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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 of attorney or authority when returning this document.