

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

TURNSTONE EQUITYCO 1 LIMITED

registered in England under number 07496756 with its registered office at
Europa House Europa Trading Estate, Stoneclough Road, Kearsley, Manchester, M26 1GG (the
“**Company**”)

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

1. That the regulations contained in Attachment 1 to this written resolution and marked “A” for the purpose of identification (the “**New Articles**”) be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.
2. That, subject to the passing of resolutions 5 and 7 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolutions 5 and 7 as if section 561(1) of the Companies Act 2006 did not apply to such allotment.

ORDINARY RESOLUTIONS

3. That, in accordance with section 618 of the Companies Act 2006:
 - (A) the 1,681,763 A1 Ordinary Shares of £0.01 each in the capital of the Company be subdivided into 168,176,300 A1 Ordinary Shares of £0.0001 each;
 - (B) the 18,236 A2 Ordinary Shares of £0.04 each in the capital of the Company be subdivided into 7,294,400 A2 Ordinary Shares of £0.0001 each;
 - (C) the 300,000 B Ordinary Shares of £0.04 each in the capital of the Company be subdivided into 120,000,000 B Ordinary Shares of £0.0001 each;
 - (D) the 82,559 E1 Ordinary Shares of £0.10 each in the capital of the Company be subdivided into 82,559,000 E1 Ordinary Shares of £0.0001 each; and
 - (E) the 171,998 E2 Ordinary Shares of £0.001 each in the capital of the Company be subdivided into 1,719,980 E2 Ordinary Shares of £0.0001 each.
4. That, subject to the passing of resolution 3, all A1 Ordinary Shares, A2 Ordinary Shares, B Ordinary Shares, E1 ordinary Shares and E2 Ordinary Shares in the issued capital of

the Company be and are hereby re-designated as A Ordinary Shares, such shares having the rights set out in and being subject to the New Articles.”

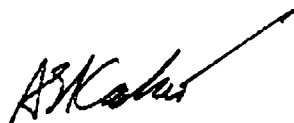
5. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for:

- (A) A Ordinary Shares of £0.0001 each in the Company up to an aggregate nominal amount of £3,241,865.8081;
- (B) Preference Shares of £1 each in the Company up to an aggregate nominal amount of £83,600,000; and
- (C) B Ordinary Shares of £0.0001 each in the Company up to an aggregate nominal amount of £245,480,

provided that this authority, unless renewed, shall expire on the date one year from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot the shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

6. That, subject to the passing of resolution 5, 32,797,653,241 A Ordinary Shares in the issued capital of the Company be and are hereby re-designated as Deferred Shares of £0.0001 each in the capital of the Company, such shares having the rights and obligations set out in Attachment 2 to this written resolution.
7. That, pursuant to a warrant instrument entered into by the Company on or around the date of this resolution (the “**Warrant Instrument**”), and in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot to certain holders of share warrants (the “**Share Warrants**”) A Ordinary Shares of £0.0001 each in the Company up to an aggregate nominal amount of £100,000 in connection with the exercise of the Share Warrants, subject to and as may be adjusted pursuant to the terms of the Warrant Instrument.

By order of the board:



.....
Director/Secretary

16 August 2021
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Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 16 August 2021 (the “**Circulation Date**”).
3. The procedure for signifying agreement by eligible members to written resolutions is as follows:
 - (A) a member signifies his/her/its agreement to proposed written resolutions when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his/her/its agreement to the resolutions;
 - (B) the document must be sent to the Company in hard copy form (at the Company's registered address or in electronic form to Aqib Kadar (kadar@palamon.com) with a copy to Christopher Han (christopher.han@slaughterandmay.com);
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. 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. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby irrevocably resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that resolutions 1 and 2 shall take effect as special resolutions and that resolutions 3 – 6 shall take effect as ordinary resolutions.

SIGNED for and on behalf of
ADP Primary Care Acquisitions Limited

A handwritten signature in black ink, appearing to read 'Aqib Kadar', with a long, sweeping horizontal stroke extending to the right.

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Name: Aqib Kadar
Position: Director

DATED: 16 August 2021