

Company number: 08210882

WRITTEN RESOLUTION
of
GRACEWELL HEALTHCARE 3 LIMITED (the
"Company")
A PRIVATE COMPANY LIMITED BY
SHARES

CIRCULATION DATE: 21 April **2021**

The undersigned, being the SOLE SHAREHOLDER of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby RESOLVES and agrees that the written resolution below is passed (the "**Resolution**"), pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION:

THAT the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

[Signature page follows]

FRIDAY



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28/05/2021


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COMPANIES HOUSE

AGREEMENT

Gracewell Operations Holding Limited, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this Resolution, agrees that the Resolution be so passed.

SIGNED on behalf of GRACEWELL OPERATIONS HOLDING LIMITED by:

DocuSigned by:

A4B6D4320880495

Authorised signatory

21 April 2021

Date

[Signature page to Shareholder Resolution – Gracewell Healthcare 3 Limited]

IMPORTANT:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - a. attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to the Company secretary at the following address: charmaine.decastro@cscgfm.com; or
 - b. arrange for the delivery of an envelope containing a copy of the signed document for the attention of Charmaine DeCastro to CSC Corporate Services UK Limited at the following address:

CSC
10th Floor, 5 Churchill Place
London
E14 5HU

- ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.

Note: Once given, your agreement may not be revoked.