

Step 1e

Company Number: 08210882

Execution Version

THE COMPANIES ACT 2006

WRITTEN RESOLUTION
OF
GRACEWELL HEALTHCARE 3 LIMITED
(the "Company")

Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date 29 November 2021

We, the undersigned, being the sole eligible member of the Company, **HEREBY AGREE AND RESOLVE:**

Ordinary Resolution

THAT, the directors of the Company are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company at such times and generally on such terms and subject to such conditions as they think fit, except that this general authority does not permit the directors of the Company to allot ordinary shares or rights to subscribe for or convert any security into ordinary shares with a nominal value exceeding £100 in aggregate. This authority expires five years from the date on which this resolution is passed.

Special Resolution

THAT, subject to the passing of the Ordinary Resolution, in accordance with section 569 of the Act, the directors be empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Ordinary Resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the date which is five years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

[Signature page to follow]


Company Number: 08210882

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Name of Member

Gracewell Operations Holding Limited

Signature

DocuSigned by:

42A9A7468F19423...

Name: Caroline Roberts

Title: Director

Date: 29 November 2021

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ACCOMPANYING STATEMENT TO THE WRITTEN RESOLUTION

of

GRACEWELL HEALTHCARE 3 LIMITED

1. If you agree with the resolution, please indicate your agreement by signing and dating the enclosed written resolution where indicated and return the signed written resolution to the Company using one of the following methods:
 - (a) delivery by hand. Please return a signed copy of the resolution to Tom Johnson at Sidley Austin LLP, 70 St Mary Axe, London EC3A 8BE; or
 - (b) delivery by post or courier. Please post a signed copy of the resolution to Tom Johnson at Sidley Austin LLP, 70 St Mary Axe, London EC3A 8BE; or
 - (c) delivery by e-mail. Please send by e-mail a signed copy of the resolution to tom.johnson@sidley.com and enter "Gracewell Healthcare 3 Limited – Written Resolution" in the e-mail subject box.

If you do not agree with 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 written resolution, you are not able to revoke your agreement.
3. If the Company has not received your agreement to adopt the written resolution within 28 days from the Circulation Date, the written resolution will lapse. If you agree to the written resolution, please ensure that your agreement reaches us before the end of this 28 day period.
4. 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.

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COMPANIES HOUSE COPY

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

GRACEWELL HEALTHCARE 3 LIMITED

(the "Company")

Made pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

Dated 29 November 2021

By a written resolution of the sole member of the Company made on the above date pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as if the same had been duly agreed and passed by the Company in general meeting:

Ordinary Resolution

THAT, the directors of the Company are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company at such times and generally on such terms and subject to such conditions as they think fit, except that this general authority does not permit the directors of the Company to allot ordinary shares or rights to subscribe for or convert any security into ordinary shares with a nominal value exceeding £100 in aggregate. This authority expires five years from the date on which this resolution is passed.

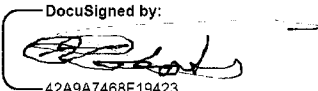
Special Resolution

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[Signature page to follow]

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Signed  DocuSigned by:
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Director/Officer

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