

Company Number: 08210882

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 10 December 2021

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

Special Resolution

THAT, the articles of association, in the form attached to this written resolution (the "**New Articles**"), be and are hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company.

[Signature page to follow]

Name of Member

Signature

Gracewell Operations Holding Limited

Company Number: 08210882

DocuSigned by:

Jason Myers

A4B604326880495...

Name: Jason Myers

Title: Director

Date: 10 December 2021

Company Number: 08210882

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.

Company Number: 08210882

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

Dated 10 December 2021


By a written resolution of the sole eligible 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:

Special Resolution

THAT, the articles of association, in the form attached to this written resolution (the "**New Articles**"), be and are hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company.

[Signature page to follow]

Company Number: 08210882

DocuSigned by:

A4B604326880495...

Signed

Director/Officer