

Company Number: 08493276

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

BABYLON PARTNERS LIMITED

(the Company)

(passed on 9 March 2023)

The undersigned, being the sole member of the Company being as at 9 March 2023 entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees to the passing of the special resolution below (the **Special Resolution**) pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Special 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.

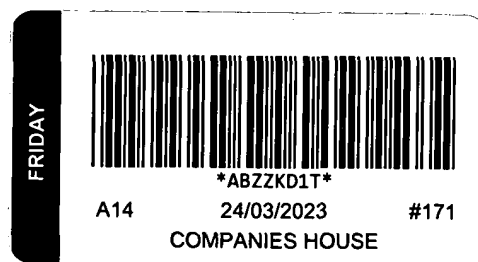
SPECIAL RESOLUTION

THAT pursuant to section 21 of the Companies Act 2006, the articles of association of the Company be amended by inserting the following new Article 26(6):

“Notwithstanding anything to the contrary in these articles, the directors of the company will not refuse to register any transfer of shares and may not suspend registration of such shares where such transfer is:

- (i) to a bank or financial institution or other person to which such shares have been charged or mortgaged by way of security, whether as agent or trustee for a group of banks or institutions or other persons or otherwise, or to any nominee, or any other transferee designated by, such bank or institution (a **Secured Institution**); or
- (ii) delivered to the company for registration by any Secured Institution (or any nominee, agent or trustee of or on behalf of any such Secured Institution) in order to enforce its security over the shares; or
- (iii) duly executed by any Secured Institution to whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; or
- (iv) duly executed by a receiver appointed by a Secured Institution pursuant to any security document which creates any security interest over such shares,

and the directors shall forthwith register any such transfer of shares upon receipt. Furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the company or to



offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

The company shall have no lien on any shares which have been charged by way of security to a Secured Institution and any provisions of the Articles relating to liens over shares shall not apply in respect of any such shares.

Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the company from time to time."

Agreement of eligible members

The undersigned being the sole member on 9 March 2023 (the **Circulation Date**) irrevocably agrees to the Special Resolution set out above:

DocuSigned by:
Ali Parsadoust
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Signed by: Ali Parsadoust

for and on behalf of Babylon Holdings Limited

09 March 2023 | 06:55:30 GMT

Date: __ March 2023

NOTES TO SHAREHOLDERS:

- 1 If you agree with the above Special Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company, before the end of the period of 28 days beginning with the Circulation Date (the **Lapse Period**), by attaching a scanned copy of the signed document to an e-mail, entering "Shareholder Resolution" in the subject line and sending it to vaughan.evans@allenoverly.com.
- 2 If there are no resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 4 If within 28 days of the Circulation Date insufficient agreement has been received for a resolution to pass, that resolution will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date