

WRITTEN RESOLUTION
of
INGENION MEDICAL LIMITED

Company Number 08664089 (the Company)

Pursuant to Chapter 2 of Part 13 Companies Act 2006

Circulation Date: 21 November 2022

Passed on: 22/11/2022

We, being the members of the Company who at the date of this resolution would be entitled to attend and vote at any general meeting of the Company hereby pass the following resolutions (the **Resolutions**) as special resolutions as if the same has been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. THAT the new articles attached to these Resolutions, and signed by the Chairman for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The, being the shareholders entitled to vote on the above Resolutions on 21 November 2022 the circulation date hereby irrevocably agrees to the Resolutions.

Name of Shareholder	Signature	Date of Signature
ENRICO ZUPI	.....	.....
RAFAEL WURZEL	<u>Rafael Wurzel</u> Rafael Wurzel (Nov 21, 2022 19:26 EST)	Nov 21, 2022

ENRIQUE I SZTRUM



Nov 22, 2022

MICHAEL STOUTE

CHARLES THOMASZEWSKI

DEBORAH TANZER

RUSSELL SELWYN

ANNE SCHNEIDER

MALCOLM WEBBER

KAKUTI DAVIS LIN

HARLAN LEVY

NEVILLE NEWMAN

JOHN J MORONEY, LANDMARK

FINANCIAL CORP

JUDITH KICHHOFF

JOHN KENNEDY

ANTHONY LUCIANO

MARY LUCIANO

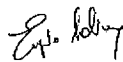
MARK MOGUL

LAURA MOGUL

ALAN PINKWASSER

DAVID ROTHBARD

EUGENIO SOLIMA

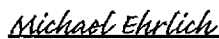


Nov 22, 2022

MUHAMMED L SHAHID

SAMUEL MOGUL

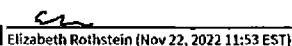
M E TECH INVESTORS



Michael Ehrlich (Nov 21, 2022 16:30 EST)

Nov 21, 2022

ELIZABETH DAVIS-ROTHSTEIN


Elizabeth Rothstein (Nov 22, 2022 11:53 EST)

Nov 22, 2022

MARTHA DAVIS-ROTHSTEIN

HOMAN FAMILY TRUST

ELIZABETH I HOMAN

HARVEY HOMAN	.....	.....
MATTHEY HOMAN	.....	.....
STEPHEN GARBUTTA	.....	.....
WILLIAM D HARRA	.....	.....
JARROLD COMPANY LIMITED	.....	.....
CARL JACOBS	.....	.....
MAUREEN HAUSER		
TAB HAUSER	.....	.....
RONNIE HARRIS	.....	.....
HOLLY HUGHES	.....	.....
MICHAEL D HOMAN	.....	.....
JUDITH KICHHOFF ADMINISTRATOR		
FOR THE ESTATE OF		
BRUCE A KIRCHOFF	.....	.....
JIM LEONG	.....	.....
DINEH DAVIS	.....	.....
JOHN DAVIS		
PATRICIA DAVIS	.....	.....
JOHN ISLEY	.....	.....
JACOB E HURWITZ	.....	.....
ANDREW FLETCHER	.....	.....
BKR LTD PARTNERSHIP	.....	.....
LEONID CUKROWSKI	.....	.....
THOMAS E DACKOW	.....	.....
LEE BERINSTEIN	.....	.....
DORI BERINSTEIN	.....	.....
MICHAEL EHRLICH	<u>Michael Ehrlich</u> Michael Ehrlich (Nov 21, 2022 16:30 EST)	Nov 21, 2022
SANDRA EHRLICH	<u>Michael Ehrlich</u> Michael Ehrlich (Nov 21, 2022 16:30 EST)	Nov 21, 2022

HARVEY HOMAN	.....	.....
MATTHEY HOMAN	.....	.....
STEPHEN GARBUTTA	.....	.....
WILLIAM D HARRA	.....	.....
JARROLD COMPANY LIMITED	.....	.....
CARL JACOBS	<u>CARL H JACOBS, PhD</u> CARL H JACOBS, PhD (Nov 22, 2022 14:57 GMT+2)	Nov 22, 2022
MAUREEN HAUSER		
TAB HAUSER	.....	.....
RONNIE HARRIS	.....	.....
HOLLY HUGHES	.....	.....
MICHAEL D HOMAN	<u>MICHAEL D HOMAN</u> MICHAEL D HOMAN (Nov 21, 2022 17:06 EST)	Nov 21, 2022
JUDITH KICHHOFF ADMINISTRATOR		
FOR THE ESTATE OF		
BRUCE A KIRCHOFF	.....	.....
JIM LEONG	.....	.....
DINEH DAVIS
JOHN DAVIS		
PATRICIA DAVIS
JOHN ISLEY
JACOB E HURWITZ
ANDREW FLETCHER
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LEONID CUKROWSKI
THOMAS E DACKOW
LEE BERINSTEIN
DORI BERINSTEIN
MICHAEL EHRLICH
SANDRA EHRLICH	.....	.....

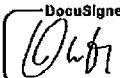
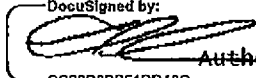
DEBORAH TANZER	.....	.....
RUSSELL SELWYN	.....	.....
ANNE SCHNEIDER	.....	.....
MALCOLM WEBBER	.....	.....
KAKUTI DAVIS LIN	.....	.....
HARLAN LEVY	.....	.....
NEVILLE NEWMAN	.....	.....
JOHN J MORONEY, LANDMARK		
FINANCIAL CORP	.....	.....
JUDITH KICHHOFF	.....	.....
JOHN KENNEDY	.....	.....
ANTHONY LUCIANO		
MARY LUCIANO	.....	.....
MARK MOGUL		
LAURA MOGUL	.....	.....
ALAN PINKWASSER	.....	.....
DAVID ROTHBARD	.....	.....
EUGENIO SOLIMA	.....	.....
MUHAMMED L SHAHID	.....	.....
SAMUEL MOGUL	.....	.....
M E TECH INVESTORS	.....	.....
ELIZABETH DAVIS-ROTHSTEIN		
MARTHA DAVIS-ROTHSTEIN	<i>Martha Davis Rothstein Nov. 31, 2022</i>	
HOMAN FAMILY TRUST	.....	.....
ELIZABETH I HOMAN	.....	.....
HARVEY HOMAN	.....	.....
MATTHEY HOMAN	.....	.....
STEPHEN GARBUTTA	.....	.....
WILLIAM D HARRA	.....	.....

HARVEY HOMAN	.....	.....
MATTHEY HOMAN	.....	.....
STEPHEN GARBUTTA
WILLIAM D HARRA
JARROLD COMPANY LIMITED
CARL JACOBS
MAUREEN HAUSER		
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HOLLY HUGHES
MICHAEL D HOMAN
JUDITH KICHHOFF ADMINISTRATOR		
FOR THE ESTATE OF		
BRUCE A KIRCHOFF	.....	.....
JIM LEONG	.....	.....
DINEH DAVIS	.....	.....
JOHN DAVIS		
PATRICIA DAVIS	.....	.....
JOHN ISLEY	.....	.....
JACOB E HURWITZ	.....	.....
ANDREW FLETCHER	.....	.....
BKR LTD PARTNERSHIP	.....	.....
LEONID CUKROWSKI	<i>Leon Cukrowski</i> Leon Cukrowski (Nov 21, 2022, 17:32, EST)	Nov 21, 2022
THOMAS E DACKOW	.....	.....
LEE BERINSTEIN	.....	.....
DORI BERINSTEIN	.....	.....
MICHAEL EHRLICH	.....	.....
SANDRA EHRLICH	.....	.....

HARVEY HOMAN	.....	.....
MATTHEY HOMAN	.....	.....
STEPHEN GARBUTTA	.....	.....
WILLIAM D HARRA	.....	.....

For and on behalf of
IWS Directors Limited

JARROLD COMPANY LIMITED

DocuSigned by:	DocuSigned by:
	
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Authorised Signatories

CARL JACOBS
MAUREEN HAUSER		
TAB HAUSER
RONNIE HARRIS
HOLLY HUGHES	.....	.....
MICHAEL D HOMAN	.....	.....
JUDITH KICHHOFF ADMINISTRATOR		
FOR THE ESTATE OF		
BRUCE A KIRCHOFF	.....	.....
JIM LEONG	.....	.....
DINEH DAVIS	.....	.....
JOHN DAVIS		
PATRICIA DAVIS	.....	.....
JOHN ISLEY	.....	.....
JACOB E HURWITZ	.....	.....
ANDREW FLETCHER	.....	.....
BKR LTD PARTNERSHIP	.....	.....
LEONID CUKROWSKI	.....	.....
THOMAS E DACKOW	.....	.....
LEE BERINSTEIN	.....	.....
DORI BERINSTEIN	.....	.....

PHILIP J DAVIS	.....	.....
MARTIN M COYNE	.....	.....
THOMAS G CODY	.....	.....
NIGEL BERGER	.....	.....
JOSHUA BEREN	.....	.....
VIRGINIA HENNEBERRY-HERING	.....	.....
SERGIO ROTHSTEIN	.....	.....
BARRY CLARE	<u>B. Clare</u> B. Clare (Nov 22, 2022 09:20 GMT)	Nov 22, 2022
INGENION MEDICAL INVESTMENT PARTNERSHIP	<u>Joel G Crater</u> Joel G Crater (Nov 22, 2022 09:32 CST)	Nov 22, 2022
BARBARA EHRLICH	.....	.....
ALISTAIR TAYLOR	.....	.....
KATZ 2021 GIFT TRUST	<u>Alan Coldsnow</u> Alan Coldsnow (Nov 22, 2022 06:40 AST)	Nov 22, 2022

Notes

- 1 *You can choose to agree or not to agree with the Resolution. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:*
 - 1.1 **By Hand:** *delivering the signed copy to Berry Smith LLP, Haywood House, Dumfries Place, Cardiff CF10 3GA*
 - 1.2 **Post:** *returning the signed copy by post to Berry Smith LLP, Haywood House, Dumfries Place, Cardiff CF10 3GA*
 - 1.3 **E-sign:** *completing the Resolution on-line.*

If you do not agree to 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 Resolution you may not revoke your agreement.*
- 3 *Unless, within date 28 days from Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.*
- 4 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*

PHILIP J DAVIS	.....	.....
MARTIN M COYNE	.....	.....
THOMAS G CODY	.....	.....
NIGEL BERGER	.....	.....
JOSHUA BEREN	.....	.....
VIRGINIA HENNEBERRY-HERING	.....	.....
SERGIO ROTHSTEIN	.....	.....
BARRY CLARE	.....	.....
INGENION MEDICAL INVESTMENT PARTNERSHIP	.....	.....
BARBARA EHRLICH	<u>Michael Ehrlich</u> Michael Ehrlich (Nov 21, 2022 16:30 EST)	Nov 21, 2022
ALISTAIR TAYLOR
KATZ 2021 GIFT TRUST

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VIRGINIA HENNEBERRY-HERING

SERGIO ROTHSTEIN

BARRY CLARE

INGENION MEDICAL INVESTMENT

PARTNERSHIP

BARBARA EHRLICH

ALISTAIR TAYLOR

KATZ 2021 GIFT TRUST

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5. 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.