

Company number: 08705972

ASCENSION HEALTHCARE PLC

(the "Company")

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS PASSED ON 3 AUGUST 2020

At the general meeting of the Company duly convened and held on 3 August 2020 the following resolutions were duly passed as one ordinary resolution and two special resolutions as indicated.

In each of the resolutions below, terms defined in the notice of general meeting of the Company dated 16 July 2020 shall have the same meanings.

Ordinary resolution

1. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (or a duly constituted committee of the directors) (Directors) be generally and unconditionally authorised to allot shares in the Company, in connection with the convertible loan proposed to be entered into between the Company, UK FF Nominees Limited and others (Loan) up to an aggregate nominal amount of £15,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all unexercised authorities previously granted to the Directors and without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

Special resolutions

2. THAT, subject to the passing of resolution 1 and in accordance with section 571(1) of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £15,000,000; and expire on 31 December 2020 (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.
3. THAT, subject to consent thereto being given by the requisite majority of (i) the holders of the Company's convertible preference shares of £1 each, and (ii) the holders (if any) of the Company's non-voting ordinary shares of £1 each, the articles of association of the Company be amended by deleting the current article 6 and replacing it with the new form of article 6 set out in the appendix to this notice of general meeting.

Justin Bowen

Dated: 3 August 2020

Secretary

for and on behalf of

Ascension Healthcare plc

