

THE COMPANIES ACT 2006
SHAREHOLDER RESOLUTIONS

- of -

INFINITY HEALTH LIMITED (the "Company")

Company Number: 08783651

PRIVATE COMPANY LIMITED BY SHARES

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**Ordinary Resolution**).

1. **THAT** the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to allot up to 2,656,830 ordinary A class shares in the capital of the Company up to an aggregate nominal amount of £265.69 (all such shares having the respective rights and being subject to the respective restrictions set out in the current articles of association of the Company (**Articles**)).

Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years from the date on which this resolution is passed 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 shall be in addition to any other authorities previously granted.

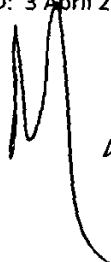
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Special Resolution**).

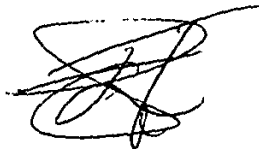
2. **THAT**, subject to the passing of Ordinary Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Ordinary Resolution 1, as if section 561(1) of the CA 2006 and the pre-emption rights set out in Article 16 of the Articles did not apply to any such allotment, provided that this power shall:
 - a) be limited to the allotment of equity securities up to an aggregate nominal amount of £265.69; and
 - b) expire on the date falling five years from the date on which this resolution is passed (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.

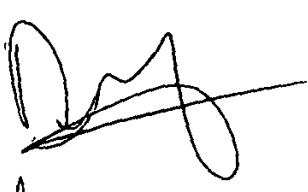
The undersigned, persons entitled to vote on the above resolutions on 3rd April 2017 hereby irrevocably agree to the Special Resolution and the Ordinary Resolution.

DATED: 3 April 2017

 Martin Taylor MARTIN TAYLOR

 KEVIN ZUCKERS

 L. M. WISEMAN

 - Daniel Benton.
+ proxy for ADAM BENTON.

Mark Taylor. Proxy for RICHARD LEE

Laurie Wiseman PROX FOR : IAN ROGER SCOTT
