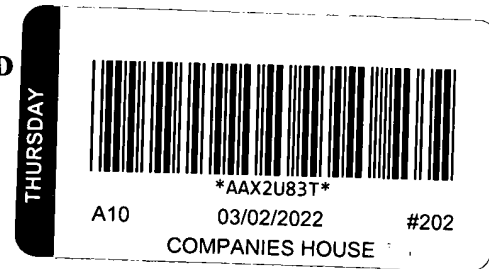


Company Number: 09427409

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
SENSYNE HEALTH HOLDINGS LIMITED
(the "Company")

(passed on 25 January 2022)



In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposed the following resolutions be passed as special and ordinary written resolutions as detailed below (the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. **THAT** it would be for the commercial benefit and advantage of the sole member for the Company enter into and/or perform its obligations under the Transaction Documents (as defined below).
2. **THAT** the Company is hereby approved to enter into:
 - (a) a note purchase agreement between Sensyne Health plc, Sensyne Health Group Limited, Sensyne Health, Inc. and the Company as Original Obligors, Peel Hunt LLP, Sand Grove Opportunities Master Fund Ltd., Sand Grove Tactical Fund LP, Lansdowne Developed Markets Master Fund Limited, Lansdowne Developed Markets Strategic Investment Master Fund Limited and Gatemore Special Opportunities Master Fund as Original Purchasers, Lucid Agency Services Limited as Purchasers' Representative and Lucid Trustee Services Limited as Security Agent (the "**Security Agent**") (the "**Note Purchase Agreement**");
 - (b) an English law governed debenture to be entered into between, amongst others, the Company and the Security Agent pursuant to which the Company will grant fixed and floating security over all or substantially all of its business and assets in connection with the Note Purchase Agreement (the "**Debenture**");
 - (c) a New York law governed pledge and security agreement to be entered into between, amongst others, the Company and the Security Agent pursuant to which the Company will grant security over its shares and related rights in Phesi, Inc. (the "**US Pledge**");
 - (d) a certificate to be signed by the sole director of the Company certifying and confirming certain matters relating to the Company; and

- (e) all other ancillary forms, notices, certificates and documents referred to in, required by or connected with the Note Purchase Agreement, the Debenture and the US Pledge including, without limitation, all Finance Documents (as defined in the Note Purchase Agreement) to which the Company is a party,

(together, the “**Transaction Documents**”).

3. **THAT** the execution, delivery and performance of the Transaction Documents and the entry by the Company into the proposed transactions substantially on the terms set out in the Transaction Documents is in the best interests of the Company for the purposes of carrying on its business.
4. **THAT** the sole director of the Company has authority to approve the terms of, and the transactions contemplated by, the Transaction Documents and any related document with such amendments as the sole director of the Company may in their sole discretion approve.
5. **THAT** the sole director of the Company is hereby approved to execute and deliver the Transaction Documents.
6. **THAT** the actions of the sole director of the Company in relation to the Transaction Documents and any related document with such amendments are ratified, hereby waiving any interest or conflict by any sole director.
7. **THAT** any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the sole director of the Company or any other provision contained in or incorporated by reference in the Company’s articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).
8. **THAT** any existing or potential transactional, personal or situational conflict which has or may arise in connection with the sole director of the Company acting in the capacity as the director, officer or other such representative of any other company or entity within the Group in connection with the Transaction Documents, be and is hereby authorised and approved.

SPECIAL RESOLUTION


1. **THAT** the articles of association, attached hereto as Appendix 1, be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

[Remainder of page left intentionally blank]

Agreement of eligible members

The undersigned being the sole eligible member of the Company entitled to vote on the above resolutions on 25 January 2022 (the “**Circulation Date**”) hereby irrevocably agrees to the Resolutions:

Signed by:

DocuSigned by:

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For and on behalf of
SENSYNE HEALTH PLC

Print name: Richard Pye

Date: 25 January

Eligible members must signify their agreement to the proposed resolutions as follows:

- (i) **by hand**, by delivering a signed copy to Sensyne Health Holdings Limited, Schrödinger Building Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE;
- (ii) **by post**, by sending a signed copy to Sensyne Health Holdings Limited, Schrödinger Building Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE; or
- (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to laura.hillier@sensynehealth.com with a copy to aclarke@cov.com.

Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the Circulation Date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period. Where persons are signing this document on behalf of another under a power of attorney or other authority a copy of the relevant power of attorney or authority must be returned with this document.