

Company No: 09458917

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**GBUK GROUP LIMITED**  
**(the "Company")**

WE, the undersigned, being the majority shareholder (the "**Majority Shareholder**") of the Company who (at the circulation date of this resolution) has the right to vote on the resolution, hereby irrevocably agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution (the "**Resolution**") by way of written resolution and agree that the Resolution shall, for all purposes, be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

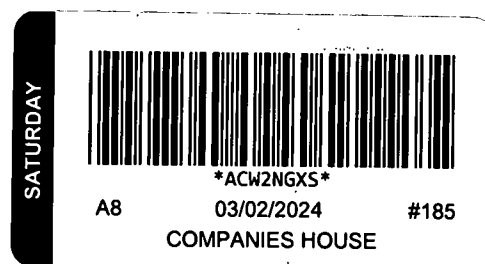
**SPECIAL RESOLUTION**

**1** **THAT** article 7.1 of the Company's Articles of Association be and is hereby amended to insert the following change, with immediate effect from (and including) the date of this Resolution:

The Directors shall register any transfer of Shares made in accordance with the provisions of Articles 7.2, 7.3 or 13 to 16 (*Permitted Transfers, Pre-emption Rights, Compulsory Transfers, Change of Controlling Interest, Tag-Along and Drag-Along*). Save as aforesaid the Directors shall decline to register any transfer of any Shares, whether or not such Shares are fully paid.

**2** **THAT** the Articles of Association of the Company be and are hereby amended to insert the following new article numbered 7.3 in the form set out in the Appendix to this Resolution, with immediate effect from (and including) the date of this Resolution.

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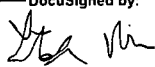


## APPENDIX

### 7.3 Transfers upon Enforcement of Security

- (a) Notwithstanding anything to the contrary in the Articles or otherwise:
- (i) any pre-emption rights conferred on existing members or any other person by these Articles or otherwise and any other restrictions on transfer of shares contained in these Articles or otherwise shall not apply to; and
  - (ii) the directors shall not refuse to register, nor suspend registration of any transfer of shares where such transfer is:
    - A. in favour of any bank, lender, financial institution or other person (or any nominee acting on behalf of, such a bank, lender, financial institution or other person) (a “**Financial Institution**”) to whom such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);
    - B. duly executed by a Financial Institution or its nominee or 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
    - C. duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares,
- and a certificate by any official of such Financial Institution or its nominee or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article 7.3 shall be conclusive evidence of such facts.
- (b) Notwithstanding anything to the contrary in these Articles or otherwise, any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article 7.3.
- (c) For the purposes of this Article 7.3, “**person**” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

The undersigned, a person entitled to vote on the above resolutions on 26 January 2024 hereby irrevocably agrees to the resolutions set out in the above.

DocuSigned by:  
  
D5B329F2A4C64D6

For and on behalf of Enhancing Patient Care Limited

Name: Stefan Miesner

Title: Director

Date: 26 January 2024