

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

OPEROSE HEALTH LIMITED

(Registered No: 10014577)

(the "Company")

Circulation Date: 23 November 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 are passed as an ordinary resolution and resolution 3 is passed as a special resolution (the "Resolutions") by way of a written resolution of the Company.

ORDINARY RESOLUTION

1. THAT, in accordance with section 550 of the Act, the directors of the Company be generally and unconditionally authorised to allot 2 ordinary shares of £0.7151 each in the capital of the Company (the "Shares"), such Shares having the rights and being subject to the restrictions as set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years from the date of the passing of this resolution. This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company.
2. THAT the board of directors of the Company be authorised to cause the Company to allot on terms approved or to be approved by a resolution of the board of directors up to 2 ordinary shares of £0.7151 each to us, being the sole member of the Company, in consideration of a release of certain indebtedness owed by the Company.

SPECIAL RESOLUTION

3. THAT the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act does not apply to such allotment, on the basis that this power shall be limited to any allotment made pursuant to the authority conferred on the directors by resolution 1. This power shall cease to have effect when the authority conferred by resolution 1 is revoked or (if not revoked) expires but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

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

AGREEMENT

The undersigned, being the sole person entitled to vote on the Resolutions as at the Circulation Date, hereby irrevocably and unconditionally agrees to the Resolutions.

DocuSigned by:

Brian Garverick

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For and on behalf of

MH Services International (UK) Limited

Date: 23 November 2023

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - By hand: delivering the signed copy to the Company's registered office.
 - Post: returning the signed copy by post to the Company's registered office.
 - DocuSign: via the DocuSign link received (this is automatic following completion of the DocuSign signing process).
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless on or before the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.
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.