

Company Number: 10380256

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION OF THE MEMBERS

OF

INHEALTH PATHOLOGY LIMITED

(the "Company")

PASSED PURSUANT TO SECTION 283 OF THE COMPANIES ACT 2006

Circulation Date: 16/04/2021

In accordance with 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

THAT the existing Articles of Association of the Company be modified as follows:

Article 10 be deleted and replaced with the following:

10. APPOINTMENT OF DIRECTORS

- 10.1 The holders of not less than 51% in nominal value of the A Ordinary Shares may appoint such number of people as determined from time to time by the holders of such shares who are willing to act and are permitted to do so, to be directors of the Company, by giving written notice to the Company and may also remove any such director so appointed, by written notice to the Company.
- 10.2 The appointment or removal of any director pursuant to article 10.1 will take effect on the date on which the notice is received by the Company or, if a later date is given in the notice, on that date.
- 10.3 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

Article 20.3 be deleted and replaced with the following:

- 20.3 At any time following the date of the service or deemed service of the Notice of Obligatory Transfer Event in accordance with article 20.1, InHealth may

direct the Company immediately to serve one or more notices (on one or more occasions) on the Seller notifying him that he is, with immediate effect, deemed to have offered such number and class of his Seller's Shares as may be specified in such direction (a Sale Notice).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out on it (the "Resolution").

We the undersigned, being an eligible member of the Company who at the date of this Resolution is entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution and agree that it shall 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.

Signed by David Petrie



For and on behalf of InHealth Limited

Date

.....16.04.2021.....

Signed by Stuart James Sedgwick-Taylor

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Date

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Notes

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - a. By hand: delivering the signed copy to The Head of Legal at the Company's registered office address.
 - b. Post: returning the signed copy by post to The Head of Legal at the Company's registered office address.
 - c. Email: by attaching a scanned copy of the signed document to an email and sending it to legal@inhealthgroup.com.
2. If you do not agree with the Resolution, 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 Resolution, you make not revoke your agreement.
4. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members.
5. Where, by such date as is 28 days from Circulation Date insufficient agreement has been received for the Resolution to pass, such Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this date.

InHealth Pathology Limited (Company number: 10380256) (the Company) - Written consent relating to a variation of class rights

- 1 In accordance with section 630 of the Companies Act 2006 and article 15 of the articles of association of the Company we, being the holders of not less than three quarters in nominal value of the issued B Ordinary Shares of £0.01 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the B Ordinary Shares of £0.01 each as a class of shares which will or may be effected thereby.

Signed for and on behalf of **InHealth Limited**

Date



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.....16.04.2021.....

InHealth Pathology Limited (Company number: 10380256) (the Company) - Written consent relating to a variation of class rights

- 1 In accordance with section 630 of the Companies Act 2006 and article 15 of the articles of association of the Company we, being the holders of not less than three quarters in nominal value of the issued A Ordinary Shares of £0.01 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution set out in the attached written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Ordinary Shares of £0.01 each as a class of shares which will or may be effected thereby.

Signed for and on behalf of **InHealth Limited**

Date



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.....16.04.2021.....