

Company number: 10408330

The Companies Act 2006

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
HEALTH TECHNOLOGIES LIMITED ("Company")**

3 May 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the following resolutions were passed as ordinary and special resolutions as specified ("**Resolution**").

ORDINARY RESOLUTION

1) Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £146.97236 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months plus 1 day after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution applies only to those advanced subscriptions which have been presented to the members in a circular dated 3 May 2019 and shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares which were to be allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors other than in relation to the Company share option pool.

SPECIAL RESOLUTION

2) Disapplication of Pre-Emption Rights on New Securities

That in accordance with section 570 of the CA 2006 and the Articles of Association (the "**Articles**"), the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment,



provided that this power shall be limited to the nominal amount and time period specified in resolution 1 (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.

3) Disapplication of Pre-Emption Rights on Transfer

That the members, being satisfied that the provisions of Article 7.2 of the Articles have been complied with in full, hereby generally empower the Directors to authorize and effect the share transfers which were the subject of a transfer notice from Messr Harington.

DocuSigned by:
Alexander Templeton
700AD3ADBCEE438

Alexander Templeton
Director