

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CIRCLE HEALTH HOLDINGS LIMITED

(Registered No: 10543098)

(the "Company")

Circulation Date: 25 January 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 the following resolutions be passed as special resolutions (the "Resolutions") by way of written resolutions of the Company.

SPECIAL RESOLUTIONS

1. "THAT the regulations contained in the document attached hereto and initialled by a director of the Company for the purposes of identification be and are hereby approved and 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 (the "New Articles")."
2. "THAT, in accordance with section 618 of the Act, the 5,602,855 preference shares of £0.01 each in the capital of the Company be reclassified as 5,602,855 ordinary shares of £0.01 each in the capital of the Company, such shares having the rights and being subject to the same restrictions as set out in the New Articles."
3. "THAT, in accordance with section 618 of the Act, the 94,478 A ordinary shares of £0.01 each in the capital of the Company be reclassified as 94,478 ordinary shares of £0.01 each in the capital of the Company, such shares having the rights and being subject to the same restrictions as set out in the New Articles."
4. "THAT, in accordance with section 618 of the Act, the 10,000 B ordinary shares of £0.01 each in the capital of the Company be reclassified as 10,000 ordinary shares of £0.01 each in the capital of the Company, such shares having the rights and being subject to the same restrictions as set out in the New Articles."
5. "THAT, in accordance with section 618 of the Act, the 1,000 C ordinary shares of £0.01 each in the capital of the Company be reclassified as 1,000 ordinary shares of £0.01 each in the capital of the Company, such shares having the rights and being subject to the same restrictions as set out in the New Articles."

We, the undersigned, being the holders of not less than 75 per cent. in nominal value of each of the (i) A ordinary shares of £0.01 each in the capital of the Company (the "A Shares"); (ii) B ordinary shares of £0.01 each in the capital of the Company (the "B Shares"); (iii) C ordinary shares of £0.01 each in the capital of the Company (the "C Shares"); and (iv) preference shares of £0.01 each in the

capital of the Company (the "Preference Shares), hereby irrevocably consent, pursuant to and for all purposes under section 630 of the Act, to the Resolutions set out above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to (i) the A Shares as a class of shares that will or may be effected thereby; (ii) the B Shares as a class of shares that will or may be effected thereby; (iii) the C Shares as a class of shares that will or may be effected thereby; and (iv) the Preference Shares as a class of shares that will or may be effected thereby.

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.



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Tricia Dinkelman, Director for  
and on behalf of MH Services International (UK)  
Limited

Date: January 25, 2023

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company (marked for the attention of Shane Cobb) by:
  - 1.1 delivering the signed document by hand or by post to the Company's registered office (1st Floor, 30 Cannon Street, London, England, EC4M 6XH); or
  - 1.2 by attaching a signed copy of the document to an email and sending it to [shane.cobb@circlehealthgroup.co.uk](mailto:shane.cobb@circlehealthgroup.co.uk) with the subject of the email marked as "Written Resolution".
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, before the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.