

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

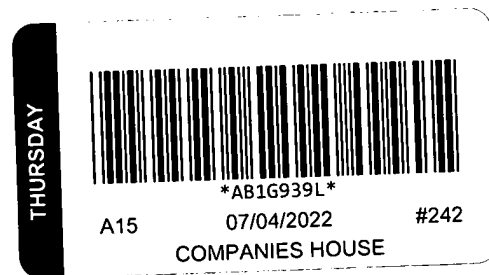
of

KEYS GROUP LIMITED

Company number: 10625350

(the "Company")

Circulation Date: 28 January 2022



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**"), and the directors propose that the following written consent relating to a variation of class rights in relation to the A Preference Shares and B Preference Shares be circulated to the holders of A Preference Shares and B Preference Shares (the "**Consent**"). Unless the context otherwise requires, expressions defined in this Resolution and Consent shall have the meaning set out in the Company's articles of association (the "**Articles**").

SPECIAL RESOLUTION

THAT the provisions of article 7.1 shall not apply to an Exit occurring on the date of the completion of the sale of the entire issued share capital of the Company to Keys Acquico Limited.

WRITTEN CONSENT RELATING TO A VARIATION OF CLASS RIGHTS


In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three quarters in nominal value of the issued A Preference Shares of £1.00 each in the capital of the Company and B Preference Shares of £1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the Resolution referred to above and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Preference Shares of £1.00 each in the capital of the Company and B Preference Shares of £1.00 each in the capital of the Company each as a separate class of shares which will or may be effected thereby.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution and Consent.

We, the undersigned, being the only shareholders of the Company entitled to vote, irrevocably agree to the Resolution and Consent set out above:

**G SQUARE HEALTHCARE PRIVATE
EQUITY LLP**

DocuSigned by:

F974D49D27A748B...

acting as manager of **G SQUARE CAPITAL
II, L.P.**

Date: 27 January 2022

ALBERT EDWARD SMITH

Date:

PATRICIA LEE

Date:

DAVID MANSON

Date:

ROGER POYNTON

Date:

SHANE GIDMAN

Date:

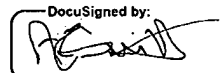
PAUL NEWTON

**G SQUARE HEALTHCARE PRIVATE
EQUITY LLP**

acting as manager of **G SQUARE CAPITAL
II, L.P.**

Date:

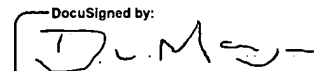
ALBERT EDWARD SMITH

DocuSigned by:

4533E5ED8EF548E...

Date: 28 January 2022

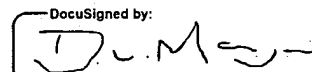
PATRICIA LEE

acting by her attorney, David Manson

DocuSigned by:

90FA8CACE32D483...

Date: 28 January 2022

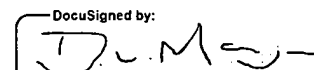
DAVID MANSON

DocuSigned by:

90FA8CACE32D483...

Date: 28 January 2022

ROGER POYNTON

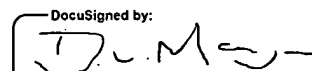
acting by his attorney, David Manson

DocuSigned by:

90FA8CACE32D483...

Date: 28 January 2022

SHANE GIDMAN

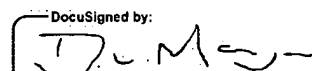
acting by his attorney, David Manson

DocuSigned by:

90FA8CACE32D483...

Date: 28 January 2022

PAUL NEWTON

acting by his attorney, David Manson

DocuSigned by:

90FA8CACE32D483...

NOTES

- 1 If you agree with the Resolution and Consent, 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 Company's registered office address, marked for the attention of The Board.
- (b) **By post:** returning the signed copy by post to the Company's registered office address, marked for the attention of The Board.

If you do not agree to the Resolution and Consent, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the Resolution and Consent, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution and Consent to pass, they will lapse. If you agree to the Resolution and Consent, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 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.