

WRITTEN RESOLUTIONS
of the member of

PORTERHOUSE MEDICAL GROUP LTD (the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as ordinary resolutions of the Company (the "**Resolutions**").

The Resolutions are passed by the member of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions.

ORDINARY RESOLUTIONS

THAT:

1. the directors of the Company are hereby directed to approve the terms of, and the transactions contemplated by, the following documents, copies of which were provided to the members:
 - (a) a deed of accession to be entered into between, among others, (1) IMC Midco Limited as the Parent, (2) the Company, (3) Global Loan Agency Services Limited as agent (the "**Agent**") and (4) GLAS Trust Corporation Limited as security agent (the "**Security Agent**") pursuant to which, the Company will accede to (i) a senior and super senior multicurrency term and revolving facilities agreement made between, amongst others, (1) IMC Midco Limited as Parent (as defined therein), (2) Bidco as Original Borrower (as defined therein), (3) the Agent, (4) the Security Agent and (5) the Original Lenders (as defined therein) and dated 30 July 2020 (the "**Facilities Agreement**"); and (ii) the Intercreditor Agreement (as defined in the Facilities Agreement); and
 - (b) a deed of accession to be entered into between, among others, (1) the Parent, (2) the Company and (3) the Security Agent, pursuant to which the Company will accede to an English law debenture dated 30 July 2020 and grant fixed and floating charges over its assets and undertaking in order to secure the Obligors' liabilities,

(together, the "**Transaction Documents**") and the execution, delivery and performance by the Company (as the case may be) of the Transaction Documents be and are hereby approved and are for the benefit of and in the best interests of the Company for the purposes of carrying on its business.

THAT:

2. the directors of the Company are hereby directed to approve the terms and conditions of, and the transactions contemplated by the Transaction Documents and any other documents entered into pursuant thereto, including but not limited to the provisions of any security, guarantees and

indemnities and any related confirmations be and are hereby approved, subject to such changes as the Company's directors and/or authorised signatories, in their absolute discretion think fit;

3. the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Transaction Documents as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents; and
4. the directors and/or authorised signatories of the Company are authorised to do all things necessary in respect of the Transaction Documents and other related documents.

SPECIAL RESOLUTIONS

5. **THAT** the articles of association be amended by the insertion of a new article 6.4 as follows:

“Notwithstanding anything contained in these articles and the Model Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a “**Secured Institution**”);
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (c) is expected by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or
- (d) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.”

6. **THAT** the articles of association be amended by the insertion of a new article 6.5 as follows:

“Notwithstanding any of the provisions in these Articles whether expressly or impliedly contradictory to the provisions of this article 6.5 (to the effect that any provision contained in this article 6.5 shall override any other provision of these Articles), any lien on shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any bank or institution, on behalf of any bank or institution or to any nominee of such a bank or institution.”

Please read the notes set out below before signing or taking any action on these Resolutions.

AGREEMENT OF THE MEMBER

We, the undersigned, being the member of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions, agree to the Resolutions:

SIGNED for an on behalf of
IMC BIDCO LIMITED

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Date 23/9/ 2020