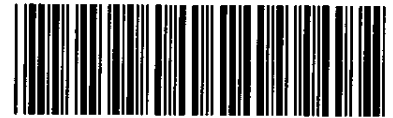


Written Resolutions of Ceres Health Limited

**Company Number 12193474
(the "Company")**

FRIDAY



A8KQG61J
A22 20/12/2019 #3
COMPANIES HOUSE

Pursuant to Part 13, Section 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in Section 289 of the Companies Act) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1 Authority to Allot

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") so that the entire share capital of the Company will not exceed the maximum nominal amount of £1,385.69 comprising all share classes. The maximum nominal amount includes the authority to allot and issue the maximum number of additional shares proposed to be allotted and issued to additional investors as defined in a Subscription and Shareholders Agreement entered into on or around the same date as this authority, for a maximum aggregate nominal value of £78.44, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the passing 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 authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares, or adoption of any share option pool, or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2 New Articles of Association

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

3 Dis-application of Preemption Rights

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006 the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred

by the Authority to Allot above and as if section 561(1) of the Companies Act 2006 and the preemption rights in the newly adopted articles of association in resolution 2 above did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of such number of equity securities that the entire share capital of the Company will not exceed the maximum nominal amount of £1,385.69; and
- (b) continue for five years from the passing of this resolution (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.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 25 November 2019



Ian Braithwaite



Napala Pratini

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **Electronically:** by logging into your SeedLegals portal and electronically signing this document.
 - **Email:** by emailing a signed copy to the Company CEO. Please write "Signed written resolutions" as the email subject.
 - **By hand:** returning the signed copy to the CEO, Ceres Health, 2 Archie St, Flat 8, London, SE1 3JT, United Kingdom.
- 2 If you do not agree to all of 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 within 28 days of the above date, sufficient agreement is 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.

Board Minutes of Ceres Health Limited

Company Number 12193474
(the "Company")

Minutes of the Board of Directors of the Company
held at 2 Archie St, Flat 8, London, SE1 3JT, United Kingdom
on 25 November 2019

Directors

Ian Braithwaite
Napala Pratini

FRIDAY

A22

A8KQG617
20/12/2019
COMPANIES HOUSE

#2

1 CHAIR

Napala Pratini was appointed chair of the meeting and chaired the meeting throughout.

2 NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given to each director and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3 INTERESTS

Each director present at the meeting disclosed in full every direct or indirect interest in the proposed arrangements (if any) that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

4 BUSINESS OF THE MEETING

4.1 The chairperson explained that the meeting had been convened to consider and, if thought appropriate, approve the proposed equity investment in the Company by the investors as set out in the tables below ("the **New Investors**"). The New Investors would subscribe for A Ordinary Shares and Ordinary Shares of £0.01 nominal value in the capital of the Company (the "**New Shares**") (the "**Proposed Investment**") over two separate completion dates.



Napala Pratini
for and on behalf of Ceres Health Limited

4.5 It was noted that the directors would seek shareholder authority for the issue of the New Shares together with authority to:

- (a) adopt new articles of association of the Company (the "**New Articles**"); and
- (b) disapply the preemption rights in the New Articles in relation to the issue of the New Shares.

4.6 It was noted that the business of the meeting was therefore to:

- (a) consider, and if thought fit, approve the terms of a Subscription and Shareholders Agreement ("**SSA**") to be made between (1) the New Investors (as defined therein), (2) the Existing Shareholder (as defined therein), (3) the Founders (as defined therein) and the Company, which sets out the terms upon which the New Investors would subscribe for New Shares;
- (b) consider, and if thought fit, approve and sign the letter of disclosure pursuant to which the Company and the Warrantors (as defined therein) disclose various matters and information pursuant to the warranties in the SSA (the "**Disclosure Letter**");
- (c) consider, and if thought fit, approve the terms of the written resolutions required to authorise the matters set out at minute 4 above and the waiver of preemption in relation to such allotments (the "**Written Resolutions**");
- (d) consider and if thought fit approve the terms of the New Articles.

5 DIRECTORS' DUTIES

5.1 The directors acknowledged their awareness and understanding of the duties owed by them to the Company, including, but not limited to, the general duties contained in the Act.

5.2 It was noted that the duties of particular relevance to the directors in respect of the transactions being considered by the meeting were:

- (a) the duty to act within powers (section 171 of the Act), and;
- (b) the duty to promote the success of the Company for the benefit of its members as a whole (section 172 of the Act).

5.3 The existing articles of association of the Company were then produced to the meeting. After due and careful consideration it was noted that matters being considered by the meeting were within the corporate capacity of the Company and capable of authorization by the directors and would not contravene any other agreement or obligation of, or limitations or restrictions on the Company or the directors of the Company or would result in the Company being unable to pay its debts (within the meaning of section 123 of the Insolvency Act 1986).

6 DOCUMENTS

6.1 The directors noted that they must review the following documents ("**Documents**"):

- (a) the SSA;
- (b) the Disclosure Letter;

- (c) the Written Resolutions;
- (d) the New Articles.

- 6.2 The directors noted that they had fully and carefully considered the terms of the Documents and the warranties contained therein. It was more particularly noted that the warranties were true and accurate as drafted in the SSA and the Disclosure Letter.
- 6.3 The directors then fully and carefully considered and noted the commercial reasons why the Company should adopt or enter into the Documents.
- 6.4 The directors considered whether it was in the interest of the Company to adopt and/or execute the Documents.
- 6.5 After due and careful consideration, the directors confirmed their full understanding of the effect and implications for the Company of circulating the Documents and entering into the Documents which required execution. They also expressed the opinion that:
 - (a) the execution and delivery by the Company of the Documents and the exercise of its rights, the assumption of its liabilities and performance of its obligations under the SSA will not result in any breach of any restriction imposed on it by the articles of association and/or memorandum of association or other agreement to which it is a party and which is binding on it; and
 - (b) the terms and content of the Written Resolution be approved and circulated to the members of the Company immediately; and
 - (c) the content of the New Articles be approved and circulated to the members of the Company.

7 RESOLUTION CIRCULATION

- 7.1 The meeting was then adjourned so that the Written Resolutions could be circulated to the members of the Company.
- 7.2 When the meeting resumed, the chairperson reported that the Written Resolutions had been duly passed and signed by the members and the New Articles were therefore duly adopted.

8 DIRECTORS' INTERESTS

- 8.1 In accordance with the Companies Act 2006 s.177, directors have a legal duty to disclose any interest in a proposed transaction or arrangement with the Company.
- 8.2 The directors declared their interests to the board.
- 8.3 It was noted that pursuant the Company's current articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement concerning the subscription, or agreement to subscribe for shares or other securities of the Company.

9 APPROVAL

It was resolved that:

- (a) it is for the commercial benefit of and in the best interests of the Company to accept the Proposed Investment and the Documents;
- (b) following the passing of the Written Resolutions, the Proposed Investment and the Documents and the transactions contemplated by the Documents be approved, and the directors hereby authorised to execute the Documents required to be executed on behalf of the Company;
- (c) any director of the Company be authorised on behalf of the Company to sign and make amendments as appropriate and do such other things as may be desirable in connection with the Documents or the Proposed Investment; and
- (d) the directors should allot and issue the Shares as set out in the SSA to each New Investor (subject to receipt of relevant funds), update the Company's register of members accordingly and issue the share certificates to each New Investor.

10 INVESTOR DIRECTOR APPOINTMENT

It was resolved that any unappointed Investor Director set out in the SSA be appointed with effect from completion of the Investment.

11 FILING

The chairperson agreed to make all necessary and appropriate entries in the books and registers of the Company in relation to the shares issued at the the First Completion Date and the Second Completion Date and to arrange for the following forms and documents to be filed at Companies House:

- (a) Form SH01 (Return of allotment of shares) for the shares issued at First Completion;
- (b) Form SH01 (Return of allotment of shares) for the shares issued at Second Completion;
- (c) Form AP01 (Appointment of Directors);
- (d) the Resolutions;
- (e) the New Articles.

12 CLOSE

There was no further business and the chairperson declared the meeting closed.



Napala Pratini
for and on behalf of Ceres Health Limited