

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

CDC NORTH AFRICA HEALTHCARE LIMITED
(the "**Company**")

We, being the sole eligible member who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006 and the Company's articles of association, to pass the following resolutions which have been proposed, in the case of resolution 1 and 2, as ordinary resolutions, and in the case of resolution 3, 4 and 5, as special resolutions:

ORDINARY RESOLUTION

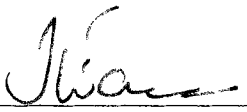
1. **THAT**, in accordance with the procedure under sections 622 and 623 of the Companies Act 2006, on the date that these resolutions are passed, the fixed nominal value of the existing 100 ordinary shares of GBP 1.00 each in the issued share capital of the Company, be and are hereby converted from Pound Sterling to US Dollars ("**USD**") (the "**New USD Shares**"), using the rate of 1.333, such rate being Bank of England closing spot rate on 14 December 2020.
2. **THAT**, subject to the passing of resolution 4 below, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot:
 - (a) 75,810,475 A ordinary shares of USD 1.333 each in the capital of the Company up to an aggregate nominal amount of USD 101,055,364; and
 - (b) 1,547,153 B ordinary shares of USD 1.333 each in the capital of the Company up to an aggregate nominal amount of USD 2,062,355,

such authorities to expire on the date which is five years from the date of the passing of this resolution, save that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

3. **THAT**, with effect from the date of this special resolution, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company (the "**New Articles**") in substitution for, and to the exclusion of, the Company's existing articles of association.
4. **THAT**, subject to the passing of resolution 1 above, the following changes be and hereby are made to the share capital of the Company:
 - a. a new class of A ordinary shares in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles be and hereby is created;
 - b. a new class of B ordinary shares in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles be and hereby is created; and
 - c. the New USD Shares be and hereby are redesignated as 98 A ordinary shares of USD 1.333 each in the capital of the Company and 2 B ordinary shares of USD 1.333 each in the capital of the Company, each having the rights and being subject to the restrictions set out in the New Articles.
5. **THAT**, subject to the passing of resolution 2 above, the directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by resolution 2, free of the restriction in section 561 of the Companies Act 2006, up to an aggregate nominal amount of USD 103,117,719, such authority to expire on the date which is five years from the date of the passing of this resolution, save that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted after the authority expires and the directors may allot equity securities under any such offer or agreement as if the authority had not expired.

Signed by JANE EARL



For and on behalf of **CDC GROUP PLC**

Dated: 22 December 2020

NOTES:

1. The circulation date of these resolutions is 22 December 2020. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to an officer of the Company by hand or by sending a copy of the signed resolutions in hard copy form by post to the Company Secretary or by e-mail.
3. These resolutions must be passed within 28 days beginning with the circulation date. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions have been sent to the auditors.