

Company Number: 13761825

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MEDUX UK HOLDCO LIMITED (the "Company")

Circulation Date: 22 February 2021

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**") (and for all purposes Chapter 9 of Part 17 of CA 2006) we, being the sole member of the Company, irrevocably agree that resolutions 1, 2 and 3 below are passed as ordinary resolutions of the Company and that resolution 4 below is passed as a special resolution of the Company:

ORDINARY RESOLUTION

- 1 **THAT**, subject to the passing of resolution 4 below, in accordance with section 618 CA 2006, the 1 Ordinary share of £0.10 in the capital of the Company be sub-divided into 10 Ordinary shares of £0.01 each in the capital of the Company, such shares having the same rights, duties and obligations and being subject to the same restrictions as the existing articles of association;
- 2 **THAT**, subject to passing resolution 1 above and 4 below, and in accordance with section 636 CA 2006, the 10 Ordinary shares of £0.01 in the capital of the Company be and are hereby redesignated as 10 A Ordinary shares of £0.01 in the capital of the Company having such rights, duties and obligations as set out in the regulations referred to in resolution 4 below to be approved and adopted as the articles of association of the Company as set out in that resolution;
- 3 **THAT**, subject to passing resolution 2 below, in accordance with section 551 CA 2006, the Directors of the Company be generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities in the capital of the Company up to an aggregate nominal value of £31,276,957.02 (and the restrictions and obligations attaching to each of those shares shall be the same as those rights and privileges and the restrictions and obligations attaching to such shares as set out in the regulations referred to in resolution 2 below to be approved and adopted as the articles of association of the Company as set out in that resolution) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date five years from the date that this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or

agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 CA 2006.

SPECIAL RESOLUTION

- 4 **THAT** the regulations contained in the document attached to these written resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Signed by
MEDUX INTERNATIONAL B.V.

Date

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Jop Pollmann
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22 February 2022

Guidance Notes

- 1 You may either:
- (a) agree to all of the above resolutions; or
 - (b) decline to agree to any of the above resolutions.
- You may not agree to some of the resolutions but not the other.
- 2 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company no later than 11:59pm on the date which is 28 days from the circulation date using one of the following methods:
- (a) **By Hand:** delivering the signed copy to Roisin Bergin at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU;
 - (b) **Post:** returning the signed copy by marked post to Roisin Bergin at Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU;
 - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to roisin.bergin@gowlingwlg.com marked for the attention of Roisin Bergin.
- 3 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.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the date of circulation sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 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.

