

**The Companies Act 2006**  
**Private company limited by shares**  
**Written Resolutions**  
of  
**PHYSIOPEDIA PLUS LTD**  
**(company number 07878211) (Company)**

6 March 2020 (**Circulation Date**)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 is passed as a special resolution and that resolutions 2 and 3 are passed as an ordinary (**Resolutions**).

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association in the form attached to this resolution and marked 'A' for the purpose of identification be adopted as the new articles of association of the Company (**New Articles**) in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of these Resolutions.

**ORDINARY RESOLUTIONS**

2. **THAT**, subject to the passing of resolution 1 above the directors of the Company (Directors) are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot, or grant rights to subscribe for or to convert any security into, 6 B Ordinary Shares with a nominal value of £1.00 each in the capital of the Company (the **B Shares**), to be issued at par for a period expiring (unless renewed, varied or revoked by the Company), not later than 6 months from the date of these Resolutions, but the Company may make an offer or agreement before this authority expires which would or might require the B Shares to be allotted or rights to be granted after it has expired and the directors may allot the B Shares or grant rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
3. **THAT**, subject to the passing of Resolution 2, and in substitution for (and not in addition to) all existing and unexercised authorities and powers, the Directors be authorised and empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred upon them by Resolution 2 as if articles 8.2 to 8.5 of the New Articles did not apply to any such allotment of equity securities up to an aggregate nominal amount of £6, provided that this authority shall, unless renewed, waived or revoked by a special resolution of the Company, expire on the date which is 6 months from the date of these Resolutions, save that the Directors may allot equity securities after the expiry of such period in pursuance of an offer or agreement to do so made by the Company within such period.



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Director