

ASHFIELD MEDICAL SYSTEMS LIMITED

(Registered number SC136994)

(the 'Company')

WRITTEN RESOLUTIONS OF ALL THE DIRECTORS OF THE COMPANY

We, the undersigned, being the directors of the Company pass the following resolutions as resolutions of the directors of the Company in accordance with the Company's articles of association.

1 Background

- 1.1 The purpose of this written resolution is to consider, and if thought fit, approve a reduction of the Company's capital (the **Reduction**) pursuant to section 641(1)(a) of the Companies Act 2006 (the **Act**) by special resolution of the Company supported by a statement of the solvency of the Company made by the directors.
- 1.2 The Reduction would entail reducing the Company's issued share capital to GBP 1.00 by cancelling and extinguishing 87,999 ordinary shares of GBP 1.00 each and transferring the sum arising on the Reduction to the Company's distributable reserves.

2 Directors' interests and duties

- 2.1 As required by section 177 of the Companies Act 2006 (the **Act**) and the articles of association of the Company (the **Articles**), each director with an interest in the business to be transacted by these resolutions had declared the details of the nature and extent of that interest.
- 2.2 It is noted that, among their other duties, the directors are required by statute to act in the way they consider, in good faith, would be most likely to promote the success of that company for the benefit of its member as a whole having regard, amongst other things, to the matters listed in section 172(1) of the Act.

3 Documents Appended to support the Reduction Written Resolution

- 3.1 The following documents have been prepared, are appended to these resolutions and have been carefully considered by the directors:
 - (a) draft written resolution pursuant to section 291 of the Act (the **Written Resolution**), to be passed (if thought fit) by the sole member of the Company (the **Member**) as special resolutions, to approve the Reduction;
 - (b) a draft share certificate to be issued to the sole member in respect of the 1 share held by the Member in the capital of the Company following the Reduction (the **Share Certificate**)
 - (c) a draft solvency statement to be signed by all of the directors of the Company pursuant to section 643 of the Act confirming that each of the directors has formed the opinion that there is no ground on which the Company could be found to be

unable to pay or otherwise discharge its debts and that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year and in any event not more than 15 days before the Written Resolution is to be passed, and to be sent to the sole member with the Written Resolutions pursuant to section 642(2) of the Act (the **Solvency Statement**);

- (d) a draft statement from all the directors of the Company pursuant to section 644(5) of the Act, confirming that the Solvency Statement had been made not more than 15 days before the date on which the Written Resolutions were passed and that the Solvency Statement was submitted to the eligible sole member at or before the time that the Written Resolution was sent to such member (the **Compliance Statement**); and
- (e) a draft Form SH19 (Statement of capital for reduction supported by solvency statement), setting out the share capital of the Company immediately following the Capital Reduction, complying with section 644(2) of the Act (the **Statement of Capital**).

3.2 It is noted that for the Reduction to be effective, certain procedural formalities were required under the Act as follows:

- (a) each director must sign the Solvency Statement on the same day;
- (b) each director must sign the Compliance Statement on the same day;
- (c) the Solvency Statement must not be made more than 15 days prior to the date on which the Written Resolution is passed by the eligible sole member;
- (d) the Solvency Statement must be submitted to the eligible sole member at the same time or prior to the time that the Written Resolution is sent to the eligible sole member;
- (e) the Written Resolution must be received by the Company signed by the eligible sole member within 15 days from the date of the Solvency Statement; and
- (f) the Capital Reduction documents are all required to be registered with the Registrar of Companies within 15 days after the Written Resolution is passed.

3.3 It is noted that there was no prohibition in the Company's Articles preventing the Company from implementing the Capital Reduction.

4 Resolutions

4.1 It is confirmed that:

- (a) we have carefully considered the opinions to be given in the Solvency Statement and the evidence produced in respect of those opinions; and
- (b) we are of the opinion that the statements and opinions contained in the Solvency Statement are based on reasonable grounds and could therefore be properly made.

4.2 After due and careful consideration, **IT IS RESOLVED** that:

- (a) the Reduction is most likely to promote the success of the Company for the benefit of its sole member as a whole and that it be and hereby is approved;
- (b) the form of the Solvency Statement be and hereby is approved for signature by all of the directors of the Company;
- (c) the form of the Written Resolution be and hereby is approved and, following execution of the Solvency Statement by all of the directors of the Company, a director of the Company be and hereby is authorised to deliver the Written Resolution to the sole member;
- (d) subject to the Written Resolution being duly signed within 15 days of the Solvency Statement being duly made and signed:
 - (i) the form of the Compliance Statement be and hereby is approved for signature by all of the directors of the Company;
 - (ii) the form of the Statement of Capital be and hereby is approved and, subject to the Solvency Statement, the Written Resolutions and the Compliance Statement being duly signed, any one director of the Company be and hereby is authorised to sign the Statement of Capital; and
 - (iii) any one director or the secretary of the Company be and hereby is authorised to make the necessary filings with the Registrar of Companies in respect of the Reduction and to pay the requisite fee.
- (e) subject to the Reduction becoming effective on the registration of the Capital Reduction Documents:
 - (i) the register of members of the Company be updated in respect of the Reduction;
 - (ii) a new share certificate be issued in favour of the sole member to reflect the Reduction, to be executed and delivered as a deed on behalf of the Company acting either by two directors, any one director and the secretary of the Company, or by any one director in the presence of a witness; and
 - (iii) the sum arising on the Reduction be transferred to the Company's distributable reserves.

IT IS HEREBY FURTHER RESOLVED THAT:

- (a) the directors of the Company be and hereby are authorised to negotiate, execute and/or deliver on behalf of the Company any other documents and to take all such other actions as may be necessary or desirable in connection with the matters set out above; and
- (b) any actions already taken by the directors of the Company in connection with the matters set out above be and hereby are confirmed, ratified and approved.

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Nigel John Bark
Director

17-Apr-2023
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Date

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Brian Bonnell
Director

17-Apr-2023
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Date

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Ramon de Ridder
Director

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Cornelis de Rooij
Director

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Louis Philip Jones
Director

17-Apr-2023
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Date