

Company no. 02892597

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AMDECC LIMITED ("Company")

Circulation Date –

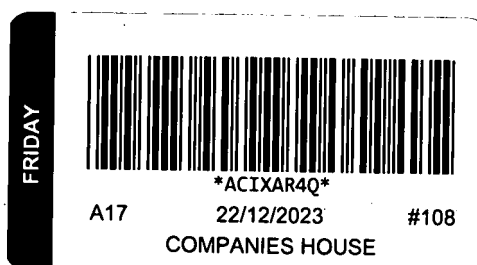
1 December

2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a written resolution of the Company, having effect as an ordinary resolution or special resolution as applicable (the "**Resolution**").

ORDINARY RESOLUTION

1. **THAT** the terms of, and the transactions contemplated by, the documents listed below (if at the date of these Resolutions not in final agreed form, then with such amendments as any director of the Company may in his absolute discretion approve or think fit) (the "**Documents**") be and are hereby approved and would promote the success of the Company for the benefit of its members as a whole and would be for the further benefit and advantage of the Company to enter into the Documents:
 - 1.1 an amendment and restatement agreement to be entered into between, amongst others (1) the Company, as guarantor (2) the Parent, as borrower and (3) the Lender (**Amendment and Restatement Agreement**) documenting, among other things, certain amendments and waivers and the accession of the Company and certain other subsidiaries of Amalgamated Laboratory Solutions Limited (**Parent**) (listed in Part III of Schedule 1 of the Amendment and Restatement Agreement) to the Restated Facilities Agreement (as defined below);
 - 1.2 a restated facilities agreement to be entered into between, amongst others, (1) the Parent, as original borrower and (2) the Company, as original guarantor and (3) the Lender (in the capacities referred to therein) (**Restated Facilities Agreement**) a copy of which is to be appended to the Amendment and Restatement Agreement at Schedule 3;
 - 1.3 a supplemental composite debenture over all the assets, property and undertakings of the Company (**Supplemental Composite Debenture**) to be entered into between, amongst others (1) the Company, as obligor and (2) the Security Agent to secure all the liabilities of the Obligors (as defined therein) to the Secured Parties (as defined therein) under the Finance Documents (as defined therein);
 - 1.4 a certificate to be signed by a Director of the Company confirming certain matters (**Director's Certificate**); and
 - 1.5 any further documents, notices, acknowledgements or other instruments as may be ancillary, necessary, required or useful under or in connection with the Amendment and Restatement Agreement.
2. **THAT** the entry into and execution of the Documents by the Company be and are hereby approved.



3. **THAT** the directors of the Company are authorised and instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents and any related documents as he shall deem necessary or appropriate.
4. **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Documents and its entry into the Documents would be most likely to promote the success of the Company for the benefit of its members as a whole; and
5. **THAT** notwithstanding any provision of the memorandum (if any) and articles of association of the Company, or any personal interest of any of the directors, the directors of the Company are unconditionally authorised and empowered to execute and deliver the Documents on behalf of the Company.

SPECIAL RESOLUTION

6. **THAT** the articles of association of the Company be amended by the addition of the following new articles 13 and 14 and that the existing articles of association of the Company be renumbered accordingly:

Secured Institutions

"13 Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

- (i) to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security (a **Nominee**);
- (ii) executed by a Secured Institution or a Nominee pursuant to the power of sale or other power under any such security; or
- (iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or a Nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to a Nominee
- (ii) no Secured Institution or Nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or Nominee,


shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

14 Notwithstanding anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been mortgaged or charged by way of security to a Secured Institution."

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and irrevocably agree to, the Resolutions.

DocuSigned by:

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Date: 1 December 2023

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Signed by a director for and on behalf of

**AMALGAMATED LABORATORY SOLUTIONS
LIMITED**

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post for the attention of The Directors at 85 Great Portland Street, London, England, W1W 7LT.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received within 28 days from the Circulation Date for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this date.
5. 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.