

Company number 03109650

WRITTEN RESOLUTION

of

Rebus Group Limited (the “Company”)

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 21 April **2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the “**Resolution**”).

SPECIAL RESOLUTION:

THAT (i) the share capital of the Company be reduced from £46,080,621.16 divided into 2,304,031,058 ordinary shares of £0.02 each to £0.02 divided into 1 ordinary share of £0.02 each by cancelling 2,304,031,057 fully paid ordinary shares of £0.02 each and crediting such amount to a reserve, and (ii) the share premium of the Company be reduced from £6,618,175.00 to nil and such amount credited to a reserve.

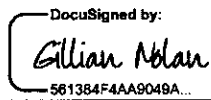
AGREEMENT:

We, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Resolution be so passed.

[Signature page follows]



SIGNED for and on behalf of **Rebus HR Holdings Limited**

DocuSigned by:

561384F4AA9049A...

Name: Gillian Nolan

Title: Director

[Signature page to Rebus Group Limited - Shareholder Resolution (Reduction of Capital)]

KE 72190017.1

KE 75474962.2

IMPORTANT:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to Kirkland & Ellis (International) LLP, 30 St Mary Axe, London, EC3A 8AF, marked “For the attention of Toby Karenowski”;
 - fax a copy of the signed document to +44 (0)20 7469 2001 marked “For the attention of Toby Karenowski”; or
 - attach a scanned copy of the signed document to an email, enter “Written Resolution” in the subject line and send it to toby.karenowski@kirkland.com; and
- ensure that the signed document is received by the Company within the period of 28 days from and including the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.

Note: Once given, your agreement may not be revoked.