

COMPANIES ACT 2006
WRITTEN RESOLUTION



of

Cambridge Medical Communication Limited (the "Company")

Company number 03523402

Circulation date: 21 May 2021

Resolutions

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as ordinary resolutions of the Company.

Terms and expressions defined in the director's written resolutions of the Company dated on or around the date of these resolutions shall have the same meaning in these resolutions unless otherwise defined.

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 282 of the Companies Act 2006, agree that the following written resolutions be passed as ordinary resolutions, being for all purposes as valid and effective as if passed by us as ordinary resolutions at a general meeting of the Company:

Ordinary Resolutions

- 1.1 THAT the execution (including by way of DocuSign), delivery and performance of the documents listed in Annex 1 to this written resolution (the "**Documents**"), the terms of the Documents and the transactions contemplated by the Documents be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to all Company members prior to the signing of this resolution.
- 1.2 THAT notwithstanding any personal interest, any director of the Company be and is hereby authorised, on behalf of the Company, to execute (including by way of DocuSign) and deliver those Documents to be executed under hand.
- 1.3 THAT notwithstanding any personal interest, any two directors of the Company, any director and the secretary of the Company or any one director of the Company signing in the presence of a witness who attests the signature be and are hereby authorised, on behalf of the Company, to execute (including by way of DocuSign) and deliver as a deed those Documents to be executed as deeds (including, if so required, by any two directors or any director and the secretary witnessing the affixation of the Company's seal to those Documents in the manner required by the articles of association) subject to such amendments as any authorised signatory (as appointed by the directors) may agree to be in the interests of the Company.
- 1.4 THAT any director of the Company be and is hereby authorised to:
 - (a) do anything necessary to carry into effect the purposes of the resolutions made by these resolutions including any acts, things and actions on behalf of the Company as such director shall in his absolute discretion deem necessary or desirable in connection with the Documents and any transactions contemplated thereby;
 - (b) make or execute (including by way of DocuSign), deliver and/or despatch on behalf of the Company any notices, certificates, requests (including any utilisation request or selection notice) communications or other documents (each an "Ancillary Document")

to be made, executed or entered into in connection with any of the Documents, and, together with any other director of the Company or the secretary of the Company or where any such director of the Company signs in the presence of a witness who attests his signature, to execute and deliver as a deed on behalf of the Company those Ancillary Documents to be executed as deeds (including, if so required, by any two directors or any director and the secretary witnessing the affixation of the Company's seal to those Ancillary Documents in the manner required by the articles of association);

- (c) agree any amendments to any of the Documents or any Ancillary Document as that director (together with any other director of the Company or the secretary of the Company in the case of any Document or Ancillary Document in the form of a deed) may in his or their absolute discretion think fit. The execution of any Document or Ancillary Document as prescribed by this resolution being conclusive evidence of the due authorisation by the Company of the execution on the Company's behalf of that Document or Ancillary Document, as so amended;
 - (d) issue, and certify as true, complete and up-to-date, copies of the Company's memorandum and articles and certify from time to time that no changes have taken place in respect of them and that there are no resolutions or other decisions which are included in the constitution (within the meaning of Section 257 of the Companies Act 2006) of the Company that would affect the corporate powers of the Company to execute and deliver each of the Documents and/or to perform its obligations under each of the Documents and/or any right of its directors to exercise any such powers;
 - (e) issue, and certify as a true, complete and up-to-date, copies of these resolutions and certify from time to time that each of the resolutions passed pursuant to this written resolution has not been amended, varied, modified or revoked and is in full force and effect;
 - (f) issue certificates from time to time setting out the names and signatures of the authorised signatories appointed by these resolutions and certifying that no changes have been made to the persons appointed as authorised signatories;
 - (g) issue from time to time any other certificates required under the terms of the Documents; and
 - (h) certify as a true copy any document required to be delivered as such by the Company to any person in connection with or pursuant to the Documents.
- 1.5 THAT Moonbeam Bidco Ltd be and is hereby authorised to act as the Obligors' Agent in relation to the Finance Documents pursuant to and on the terms set out in the Facilities Agreement.
- 1.6 THAT any step taken or act done by any director in connection with the transactions contemplated by these written resolutions and the Documents, including but not limited to any steps and acts listed in paragraphs 1.1 through to 1.5, prior to the date on which these ordinary resolutions are passed be and is hereby approved, authorised and ratified.
- 1.7 THAT the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
- 1.8 THAT these resolutions should have effect notwithstanding any provision of the Company's



articles of association.

Special resolutions

We, the undersigned, being the sole shareholder of the Company, hereby, pursuant to section 283 of the Companies Act 2006, agree that the following written resolutions be passed as special resolutions, being for all purposes as valid and effective as if passed by us as special resolutions at a general meeting of the Company:

1.1 THAT the articles of association of the Company ("**Articles**") be amended by inserting the following as a new Article 10.2 and a new Article 10.3:

"10.2 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 and no prior consent of the Company's holding company shall be required, where that transfer is:

10.2.1 to a Secured Party and/or a company or other entity to whom such shares are transferred at the direction of a Secured Party and/or a Receiver;

10.2.2 delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or

10.2.3 executed by a Secured Party or a Receiver pursuant to the power of sale or otherwise under such security,

and, furthermore, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party or a Receiver shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, where a security interest has been granted over any share in favour of a Secured Party, such share shall be exempt from all liens (whether present or future) in favour of the Company that would arise pursuant to these articles of association or otherwise and the Company and the Directors shall not be entitled to exercise any lien which the Company has in respect of those shares.

10.3 In Article 10.2 above:

10.3.1 a **Secured Party** means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing; and

10.3.2 a **Receiver** means any administrator, administrative receiver, receiver or receiver and manager or similar entity appointed by a Secured Party."

DocuSigned by:
Graeme Peterson
25B5879312D946E...

SIGNED

For and on behalf of Prime Global Medical Communications Ltd.

Date: 21 May 2021

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it by hand or by posting it to the Company:
 - (a) by delivering it by hand or by posting it to Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY marked for the attention of Ayanda Kweyama;
 - (b) by faxing it to Goodwin Procter (UK) LLP marked for the attention of Ayanda Kweyama; or
 - (c) by sending it as an attachment to an email to akweyama@goodwinlaw.com.
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed within 28 days of the circulation date otherwise it will lapse.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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.

Annex 1

Documents

- 1 an accession deed in respect of (A) a facilities agreement dated 13 April 2021 entered into between, among others, (1) Moonbeam Midco 2 Ltd as parent (the "**Parent**"), (2) Moonbeam Bidco Ltd as borrower (the "**Borrower**"), (3) Global Loan Agency Services Limited as agent (the "**Agent**") and (4) GLAS Trust Corporation Limited as security agent (the "**Security Agent**") and (B) an intercreditor agreement dated 13 April 2021 entered into between, amongst others, (1) the Parent as parent, (2) Bidco as company and (3) the Security Agent;
- 2 an accession deed in respect of a debenture dated 13 April 2021 entered into between, among others, (1) the Parent as chargor, (2) the Borrower as chargor, and (3) the Security Agent;
- 3 a director's certificate of the Company addressed to the Agent; and
- 4 any other documents, agreements, deeds, intercompany agreements, certificates, notices (including any Selection Notices or Utilisation Requests), instruments, swap or hedge arrangements, power of attorney, acknowledgements, communications or confirmations pursuant to or in connection with, contemplated by or ancillary or related to the documents listed at 1 to 3 above.