

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

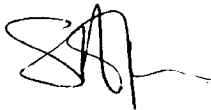
**WRITTEN RESOLUTION
OF
FERTILITY FOCUS LIMITED**
(the 'Company')

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company propose that the following special resolutions are passed (the "**Resolutions**");

SPECIAL RESOLUTIONS

1. THAT the articles of association in the form attached hereto be adopted as the new articles of association of the Company (the "**New Articles**"), in substitution for, and to the entire exclusion of the existing articles of association of the Company.
2. THAT in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £810 in respect of up to 81,000 D ordinary shares of £0.01 each (having the rights set out in the New Articles) at a subscription price of £18.60 per share provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of this resolution.
3. THAT the pre-emption rights as set out in article 5 of the New Articles or any other provision of pre-emption under CA 2006 or otherwise be disapplied in relation to the allotment of shares authorised under resolution 2 above.

I, Stephen Godber, as a Director of the Company confirm that the Resolutions were passed on 16 August 2021.



STEPHEN GODBER
A Director for and on behalf of
FERTILITY FOCUS LTD