

Company number: 06349417

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DIRECT HEALTHCARE LIMITED (THE "COMPANY")

7 September 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as written resolutions of the Company having effect as, in the case of resolution 1 a special resolution and, in the case of resolution 2 an ordinary resolution (together the "**Resolutions**");

SPECIAL RESOLUTION

1. **THAT**, the amount standing to the credit of the share premium account of the Company be cancelled, and the issued share capital of the Company be reduced from £594.0476 (divided into 3,000,000 ordinary shares of £0.0001 each and 2,940,476 A Preferred Ordinary Shares of £0.0001 each) to £1 (divided into 10,000 ordinary shares of £0.0001 each) by cancelling and extinguishing and 2,940,476 A Preferred Ordinary Shares of £0.0001 each and 2,990,000 ordinary shares of £0.0001 each, and that the amount arising from the cancellation of the share premium account and the reduction of share capital be credited to the distributable reserves of the Company.

ORDINARY RESOLUTION

2. **THAT**, subject to the capital reduction referred to in Resolution 1 taking effect, in accordance with section 618 of the Act, the 10,000 ordinary shares of £0.0001 each in the issued share capital of the Company be consolidated into 1 ordinary share of £1.00, such share having the rights as set out in the Company's articles of association for the time being.

AGREEMENT

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

The undersigned, being the shareholder of the Company entitled to vote on the above Resolutions, hereby irrevocably agrees to the Resolution.

Signed by
for and on behalf of **CHEMD HOLDINGS
LIMITED**


Director

Date *7 September 2018*

SATURDAY



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08/09/2018
COMPANIES HOUSE

014-4133-7674/1/EUROPE

NOTES

- 1 You may agree to all of the Resolutions or none of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to c/o Guy Ruddy, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.
 - (b) **By email:** emailing the signed copy to c/o Guy Ruddy at guy.ruddy@squirepb.com with the email headed "Direct Healthcare – Written Resolution".
 - (c) **By post:** returning the signed copy by post c/o Guy Ruddy, Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds LS1 4AP.

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.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 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.