

Company number 07628675

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ECONSULT HEALTH LIMITED (the "Company")

Circulation Date: 5 April 2022

Passed On: 5 April 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 - 3 below are passed as ordinary resolutions of the Company (the "Ordinary Resolutions") and that resolutions 4 and 5 below are passed as special resolutions of the Company (the "Special Resolutions" and, together with the Ordinary Resolutions, the "Resolutions"):

ORDINARY RESOLUTION

1. Authority to allot – C Ordinary Shares

THAT, subject to the directors of the Company be and they are authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, up to an aggregate 487,144 C ordinary shares of £0.0001 each in the capital of the Company (such shares having the rights set out in the articles of association to be adopted pursuant to Resolution 5 below). This authority shall expire on the date 5 years after the passing of these Resolutions unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

2. Authority to allot – A Ordinary Shares

THAT, subject to the directors of the Company be and they are authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, up to an aggregate 46,718 A ordinary shares of £0.000001 each in the capital of the Company. This authority shall expire on the date 5 years after the passing of these Resolutions unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

3. Authority to allot – B Ordinary Shares

THAT, subject to the directors of the Company be and they are authorised pursuant to Section 551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, up to an aggregate 46,718 B ordinary shares of £0.001 each in the capital of the Company. This authority shall expire on the date 5 years after the passing of these Resolutions unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

SPECIAL RESOLUTION

4. Waiver of Pre-Emption - Allotment

THAT, subject to the passing of Resolution 1 - 3 above in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as detailed in Resolutions 1 - 3, as if article 12 of the Company's existing articles of association (the "Existing Articles") or any other restrictions as to pre-emption provisions did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.

5. Adoption of Articles of Association

THAT, the draft articles of association attached in the Appendix to these Resolutions be and are adopted in substitution for and to the exclusion of the Existing Articles.

AGREEMENT

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

The undersigned, being all the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by

MARK ASHWORTH

Date: 5 April 2022

DocuSigned by:
Mark Ashworth
A2CE09CD03E8402...

ARAVINTH BALACHANDRAN

Date:

DocuSigned by:
Adrian Chamberlain
ED920E271ABC4D8...

ADRIAN CHAMBERLAIN

Date: 5 April 2022

DocuSigned by:
MS
5C1595E65A73448...

MURRAY ELLENDER

Date: 5 April 2022

DocuSigned by:
Andrew De Groose
2B9F9DDBF92A48E...

ANDREW DE GROOSE

Date: 5 April 2022

DocuSigned by:
Clare Gerada
FEE3CDDA9B4B4E2...

CLARE GERADA

Date: 5 April 2022

AMAN KUNDRAW

Date:

STEVE LILLYWHITE

Date: 5 April 2022

DocuSigned by:
Steve Lillywhite
B44045E09D8249B...

ARVIND KUMAR MADAN

Date: 5 April 2022

DocuSigned by:
Arvind Kumar Madan
6C65C1D997EA4DF...

Signed by Ben Shankland
on trust for the HURLEY GROUP

Date: 5 April 2022

DocuSigned by:
B Shankland
691F5FBCF50E48B...

TIMOTHY RINGROSE

Date: 5 April 2022

DocuSigned by:
Timothy Ringrose
ABC4BEA1448A4A0...

MARK HARMON

Date: 5 April 2022

DocuSigned by:
Mark Harmon
771747BE6B434B2...

Signed by Baronsmead Venture Trust Plc
for and on behalf of
BARONSMEAD VENTURE TRUST
PLC

Date: 5 April 2022

DocuSigned by:
Baronsmead Venture Trust Plc
788C5DD607C046C...

Signed by Henry Alty for and on behalf of Baronsmead Second Venture Trust Plc
for and on behalf of
BARONSMEAD SECOND VENTURE
TRUST PLC

DocuSigned by:

Henry Alty for and on behalf of Baronsmead Second Venture Trust Plc

788C5DD507C045C...

Date: 5 April 2022

Signed by Henry Alty on behalf of Gresham House Nominees Ltd
for and on behalf of
GRESHAM HOUSE (NOMINEES)
LIMITED

DocuSigned by:

Henry Alty on behalf of Gresham House Nominees Ltd

788C5DD507C045C...

Date: 5 April 2022

Signed by David Morrison
for and on behalf of
PROSPECT INVESTMENT
MANAGEMENT LIMITED

DocuSigned by:

David Morrison

B1E0E046DD574A4...

Date: 5 April 2022

Signed by John Glencross
for and on behalf of
CALCULUS NOMINEES
LIMITED

DocuSigned by:

John Glencross

139C883E3286482...

Date: 5 April 2022

Signed by John Glencross
for and on behalf of
CALCULUS VCT PLC

DocuSigned by:

John Glencross

139C883E3286482...

Date: 5 April 2022

CHRISTOPHER WHITTLE

Date:

SVETLANA SEMENYAKA

Date: 5 April 2022

DocuSigned by:
Svetlana Semenyaka
1DF9C73C05D745C...

ARABELLA SCHILD

Date: 5 April 2022

DocuSigned by:
ASchild
67551B53D2E7470...

FRANCESCA SCHILD

Date:

RICHARD OOSTEROM

Date:

ROBERT VAN DER ZALM

Date: 5 April 2022

DocuSigned by:
Robert van der Zalm
28DC5D0272BC463...

JULIAN SCHILD

Date: 5 April 2022

DocuSigned by:
Julian Schild
D990891E7C5746B...

Signed by _____)
for and on behalf of)
H.I. WELDRICK LIMITED)

Date:

DAVID VANNS

Date:

DEVENDRA SHAH

Date:

NIDA NASEEM

Date:

UJJAL SAKAR

Date: 5 April 2022

DocuSigned by:

1C948CAB4E354BC...

SARIT GHOSH

Date: 5 April 2022

DocuSigned by:

F48ED58DB5B340A...

ALEXANDER JAYARANTNAM

Date:

ALEXEY SELIKHOV

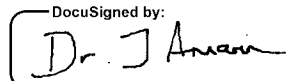
Date: 5 April 2022

DocuSigned by:

F568BBAF27C34E7...

JARIR AMARIN

Date: 5 April 2022

DocuSigned by:

0A11C161026945A...

RANDEEP GREWAL

Date:

Signed by _____
for and on behalf of
SEEDRS LIMITED

)
)
)

Date:

PAUL GAUDIN

Date:

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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 delivery methods:
 - Email: by attaching a scanned copy of the signed document to an email and sending it to Simon Smith at simon.smith@econsult.health or Charles Davies at cs.davies@ashfords.co.uk; or
 - Electronic Signature: by completing the electronic signature service envelope sent to you on the Company's behalf to your relevant email address.

If you do not agree to all of 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 within 28 days of the Circulation Date, sufficient agreement is 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.

APPENDIX: ARTICLES OF ASSOCIATION

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