

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**SHEFFORD HEALTH LIMITED**  
(the "Company")

Circulation Date: 7<sup>th</sup> JUNE 2023

FRIDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that resolutions (1) to (3) are passed as Ordinary Resolutions ("**Ordinary Resolutions**") and that resolution (4) is passed as a Special Resolution ("**Special Resolution**").

**ORDINARY RESOLUTIONS**

- (1) THAT each of the 170 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Conor Daly be and the same are hereby converted into 170 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;
- (2) THAT each of the 30 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Kevin Murphy be and the same are hereby converted into 30 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;
- (3) THAT each of the 50 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Ruth Gourlay be and the same are hereby converted into 50 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;

**SPECIAL RESOLUTION**

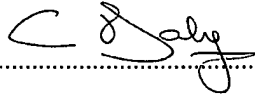
- (4) THAT the Articles of Association annexed to this Resolution and for the purposes of identification initialled by a Director, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above Ordinary Resolutions and Special Resolution.

The undersigned, being the persons entitled to vote on the above Ordinary Resolutions and Special Resolution hereby irrevocably agrees to such Ordinary Resolutions and Special Resolution:

Signed by Conor Daly



Date

7<sup>th</sup> JUNE 2023

Signed by Dr Michael Baxter

Date

Signed by Dr Roy Boodhun

Date

Signed by Kevin Murphy

Date

Signed by Ruth Gourlay

Date

NOTES:

1. If you wish to agree to the above Ordinary Resolutions and Special Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Fred Gourlay, Shefford Health Limited, Unit 6 Katherine Park, Katherine Street, Kirkcaldy, Fife, KY2 5JY.
- **Post:** returning the signed copy by post to Fred Gourlay, Shefford Health Limited, Unit 6 Katherine Park, Katherine Street, Kirkcaldy, Fife, KY2 5JY.

If you do not agree to the Ordinary Resolutions and Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. You may only agree to all of the Ordinary Resolutions and the Special Resolution or none of them.

Company No: 08945412

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**SHEFFORD HEALTH LIMITED**  
(the "Company")

Circulation Date: **7<sup>th</sup> JUNE** 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that resolutions (1) to (3) are passed as Ordinary Resolutions ("**Ordinary Resolutions**") and that resolution (4) is passed as a Special Resolution ("**Special Resolution**").

**ORDINARY RESOLUTIONS**

- (1) THAT each of the 170 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Conor Daly be and the same are hereby converted into 170 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;
- (2) THAT each of the 30 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Kevin Murphy be and the same are hereby converted into 30 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;
- (3) THAT each of the 50 Doctor Shares of £1.00 each in the capital of the Company registered in the name of Ruth Gourlay be and the same are hereby converted into 50 Rushport Shares of £1.00 each having the rights and privileges and being subject to the restrictions set out in the Articles of Association adopted pursuant to paragraph 4 below;

**SPECIAL RESOLUTION**

- (4) THAT the Articles of Association annexed to this Resolution and for the purposes of identification initialled by a Director, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

**AGREEMENT**

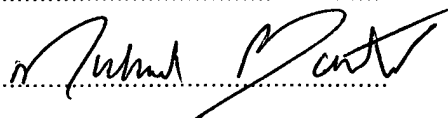
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Signed by Conor Daly .....

Date .....

Signed by Dr Michael Baxter .....



Date 7<sup>th</sup> JUNE 2023 .....

Signed by Dr Roy Boodhun .....

Date .....

Signed by Kevin Murphy .....

Date .....

Signed by Ruth Gourlay .....

Date .....

#### NOTES:

1. If you wish to agree to the above Ordinary Resolutions and Special Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Fred Gorlay, Shefford Health Limited, 10-12 Bams High Street, London SW13 9LW.
- **Post:** returning the signed copy by post to Fred Gorlay, Shefford Health Limited, 10-12 Bams High Street, London SW13 9LW.

If you do not agree to the Ordinary Resolutions and Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. You may only agree to all of the Ordinary Resolutions and the Special Resolution or none of them.
3. Once you have indicated your agreement to the Ordinary Resolutions and Special Resolution, you may not revoke your agreement.

Signed by Conor Daly

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Date

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Signed by Dr Michael Baxter

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Date

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Signed by Dr Roy Boodhun

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Date

7<sup>th</sup> June 2023  
.....

Signed by Kevin Murphy

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Date

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Signed by Ruth Gourlay

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Date

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Signed by Conor Daly .....

Date .....

Signed by Dr Michael Baxter .....

Date .....

Signed by Dr Roy Boodhun .....

Date .....

Signed by Kevin Murphy  .....

Date 7<sup>th</sup> JUNE 2023 .....

Signed by Ruth Gourlay  .....

Date 7<sup>th</sup> JUNE 2023 .....

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2. You may only agree to all of the Ordinary Resolutions and the Special Resolution or none of them.

3. Once you have indicated your agreement to the Ordinary Resolutions and Special Resolution, you may not revoke your agreement.
4. Unless, by midnight on the date that is 28 days from the Circulation Date, sufficient agreement has been received for the Ordinary Resolutions and Special Resolution to pass, they will lapse. If you agree to the Ordinary Resolutions and Special Resolution, please ensure that indicate your agreement and notify us as soon as possible.