

Company number: 09622039

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

**of
BAXTER (OPCO) LIMITED**

Circulation date: 1 March 2022

Under Chapter 2 of Part 13 Companies Act 2006, the following resolutions are proposed as ordinary or special resolutions of the Company (as indicated):

SPECIAL RESOLUTION

1. **THAT** the articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

ORDINARY RESOLUTION

2. **THAT** each of the existing A Ordinary shares and B Ordinary shares of £1.00 each in the capital of the Company be re-classified as an Ordinary share of £1.00 each in the capital of the Company, those Ordinary shares having the rights and being subject to the obligations in the articles of association of the Company to be adopted under resolution 1 above.

SPECIAL RESOLUTION

3. **THAT** the passing of the resolution numbered 2 above and the implementation of the matters referred to in that resolution and the modification of the rights and privileges attached to the ordinary shares involved in or effected by that resolution, be approved.

The person named below, being the sole person eligible to vote on the above resolution on the circulation date, irrevocably agrees to each of those resolutions.

*Baxter Investment Company Limited (company
registered in Guernsey, company registration
number: 60601)*

For and on behalf of FIC Corporate Services Limited

For and on behalf of FIC Corporate Services Two Limited

Dated: 17 March 2022



NOTE:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to the Company's registered address.
 - **Post:** returning the signed copy by post to the Company's registered address
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to ffion.brumwell-hughes@gateleylegal.com. Please enter "Written resolution dated [circulation date]" in the e-mail subject box.
 - **DocuSign:** By signing and returning the signed copy via DocuSign.

If you do not agree with 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. The resolutions above will lapse if the required majority of eligible members have not agreed to them by the end of the period of 28 days beginning with the circulation date above. If you agree to the resolutions, please ensure that your agreement reaches us before that 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.