

Company Number: 11176021

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**DIGITAL DENTAL ACADEMY LTD**

**("Company")**

1st March 2021

**("Circulation Date")**

**ORDINARY AND SPECIAL RESOLUTIONS  
Proposed as a Written Resolution**

The following resolutions (**Resolutions**) are proposed to be passed by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**).

**SPECIAL RESOLUTION**

1. THAT, the articles of association of the Company attached to this resolution (**New Articles**) be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, including any provisions of the memorandum of association of the Company that are deemed to form part of the articles of association.

**ORDINARY RESOLUTION**

2. THAT, in accordance with section 551 of the CA 2006 the directors of the Company be generally and unconditionally authorised to allot 2 A Ordinary Shares of £1 each in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary hereof.

This authority revokes and replaces all unexercised authorities previously granted to the directors.

**ORDINARY RESOLUTION**

3. THAT, in accordance with section 551 of the CA 2006 the directors of the Company be generally and unconditionally authorised to allot 25 Ordinary Shares of £1 each in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary hereof.

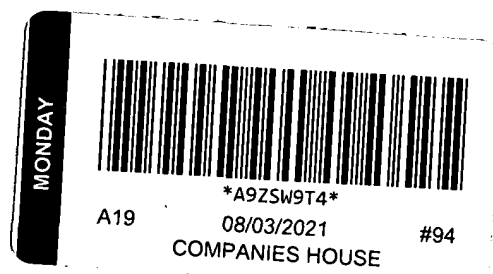
This authority revokes and replaces all unexercised authorities previously granted to the directors.

**SPECIAL RESOLUTION**

4. THAT, subject to the passing of the above resolutions, the directors of the Company be generally empowered pursuant to Section 570 of the CA 2006 to allot equity securities (as defined in Section 560 of the CA 2006) in the capital of the Company pursuant to the general authority given to them for the purposes of Section 551 of the CA 2006 as if Sections 561 and 562 of the CA 2006 did not apply

**SPECIAL RESOLUTION**

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5. THAT, the shares in the capital of the Company are held by the members as set out against their respective names below, with each share of £1 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association of the Company, adopted pursuant to resolution 1 of these Resolutions above:

Shareholder	Ordinary Shares	A Ordinary Shares
Professor Adam Brian Nulty	50 Ordinary Shares	1 A Ordinary Share
Louise Abigail Nulty	n/a	1 A Ordinary Share
Professor Chris Lefkaditis	25 Ordinary Shares	n/a
Dr Patrik Zachrisson	25 Ordinary Shares	n/a
Quintus Van Tonder	25 Ordinary Shares	n/a

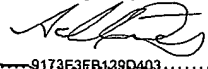
## AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

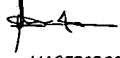
Professor Adam Brian Nulty

Date: 1st March 2021

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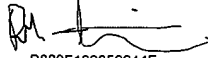
Professor Chris Lefkaditis

Date: 1st March 2021

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Dr Patrik Zachrisson

Date: 1st March 2021

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Company Number: 11176021

## NOTES

1. 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:
  - **By hand:** delivering the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
  - **Post:** returning the signed version to 3<sup>rd</sup> Floor, Horton House, Exchange Flags, Liverpool L2 3YL;
  - **Fax:** faxing the signed version to 0151 600 3009 marked "For the attention of Ryan Melvin"; or
  - **Email:** by attaching a scanned copy of the signed version to an email and sending it to [ryan.melvin@brabners.com](mailto:ryan.melvin@brabners.com) Please enter "Written Resolution 2" in the email subject box.

You may not return the Resolutions to the Company by any other method. **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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it 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.