



Company No. 11428991

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HEALTH PARITY HOLDINGS LIMITED

On 15 November 2019, the following ordinary resolution and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of Resolution 3, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the capital of the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £0.41789 provided that:
 - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - 1.2. the directors of the Company may, before such expiry under paragraph 1.1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities, including such allotments ratified in accordance with Resolution 2.





SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1, any and all rights of pre-emption, whether conferred by the provisions of the Company's articles of association, under section 570 of the Act or otherwise be and hereby are waived and dis-applied in respect of the allotment and issue of the shares as set out in resolution 1.
3. **THAT**, the conduct of the directors of the Company in allotting and issuing (i) 48,461 A ordinary shares of £0.00001 each in the capital of the Company, (ii) 35,068 B ordinary shares of £0.00001 each in the capital of the Company and (iii) 5,036 C ordinary shares of £0.00001 each in the capital of the Company on 16 October 2019, in excess of the existing authority to allot up to 80,422 shares pursuant to the written resolutions of the shareholders of the Company dated 19 June 2019, without either:
- a. complying with the pre-emption provisions as set out in Article 3 of the Company's articles of association; or
 - b. obtaining a waiver of the pre-emption provisions set out in Article 3 of the Company's articles of association from eligible members (as defined by section 289 of the Act), holding at least 75% of the issued share capital of the Company,

be and hereby is ratified pursuant to section 239 of the Act and for all other purposes whatsoever as if and to the extent that such conduct amounts to negligence, default, breach of duty or breach of trust in relation to the Company.

For and on behalf of
Oakwood Corporate Secretary Limited

Secretary