

Company Number: 11533704

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HEALTHCARE HOLD LTD
(the "Company")

MONDAY



A09 *A86VG6N4* 03/06/2019 #221
COMPANIES HOUSE

Circulation Date 24th May 2019

We, the undersigned, being the sole member of the Company who has the right to vote on the resolutions, hereby irrevocably agree, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, to the passing of the resolution below as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That a new article as article 15 of the articles of association of the Company be inserted into the Company's articles of association:

"(A) Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

- (a) is to a bank, institution, lender, or other person to which such shares have been charged by way of security, whether as agent and trustee for a group of banks, institutions, lenders or other persons or otherwise or to any nominee or any transferee of such a bank, institution, lender, or other person (a "**Secured Institution**"); or
- (b) is delivered to the company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (c) is executed by a Secured Institution or its nominee or any receiver, administrative receiver or administrator appointed by any Secured Institution pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these articles or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these articles or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.


(B) Notwithstanding anything contained in these articles, the Company shall have no lien on any share that has been charged to a Secured Institution (as defined above) by a member by way of security and shall not apply in respect of any such share."

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the Resolution.

Signed:


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on behalf of Healthcare Enterprise Topco Ltd

Notes:

1. If you agree to the Resolution, 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:
 - (a) By Hand: delivering the signed copy to the registered office of the Company
 - (b) Post: returning the signed copy to the registered office of the Company,

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, by no later than 28 days following the circulation date specified above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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 or authority when returning this document.
5. A written resolution is passed as an ordinary resolution if it is passed by members representing a simple majority of the total voting rights of eligible members. A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. In relation to a resolution proposed as a written resolution, the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date.