

Company number SC242176

**PRIVATE LIMITED COMPANY**

**WRITTEN RESOLUTIONS**

of

**THE SOLE MEMBER**

of

**SURVIVEX TMS LIMITED**

(the "Company")

Unless otherwise defined, terms defined in this resolution shall have the same meaning as defined in the Facilities Agreement (as defined below).

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, being the only member of the Company who at the date of circulation of this resolution would be entitled to vote on this resolution, declare that the following resolutions shall have effect as if passed by the Company in general meeting as a special resolution (the "**Resolution**") and accordingly we resolve:

**SPECIAL RESOLUTION**

1. THAT the articles of association of the Company be amended by deleting article 3 and replacing it with the following new article 3:

3 ***Share Capital***

- 3.1 *The authorised share capital of the Company is £386,274 divided into 364,140 "A" Ordinary Shares of £0.10 each and 349,860 Ordinary Shares of £1.00 Each.*

- 3.2 *The provisions of section 89(1) of the Act do not apply to the Company.*

- 3.3 *Subject to the provisions of the Act, the Company may purchase any of its own shares.*

- 3.4 *Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.*

- 3.5 *The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent subject to the following:-*

- 3.5.1 *the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:*

- (a) *to a bank, lender, fund, financial institution or other person to which or to whom such shares are pledged and/or transferred by way of or in security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee of such a Secured Institution;*

- (b) *executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;*

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- (c) *executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or*
- (d) *delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.*

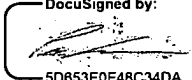
## AGREEMENT

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

The undersigned, being the only member of the Company entitled to vote on the above resolutions on the Circulation Date and having been supplied with a copy of the documents listed in this resolution, hereby irrevocably agree to the Resolutions:

Signed by .....Patrick Sinclair.....  
for and on behalf of  
**SURVIVEX LTD**

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)

DocuSigned by:  
  
.....5D653E0E48C34DA.....

9 December 2021  
Date .....

**NOTES TO THE ELIGIBLE MEMBER OF SURVIVEX GROUP LIMITED**  
**(REGISTERED NUMBER SC467255)**

**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:
  - (a) **By Hand:** by delivering the signed copy to The Directors at the address noted below.
  - (b) **Post:** by returning the signed copy by post to The Directors at the address noted below.

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 the date falling 28 days after the Circulation Date, 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. 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.

Dated:

**Registered Office:**

Kirkhill Commercial Park  
Dyce Avenue  
Dyce  
Aberdeen  
AB21 0LQ

BY ORDER OF THE BOARD

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The Directors