

**Primrose Topco Limited**

**(the Company)**

**Company Number: 12579703**

**Dated 30 September 2020**

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**).

**Special Resolution**

**THAT**, pursuant to Article 10.7 of the Articles of Association of the Company, the members of the Company by special resolution hereby direct that the pre-emption rights set out in Article 10.2 of the Articles of Association of the Company shall be disapplied, provided that this disapplication shall:

- 1) be limited to the allotment of B Ordinary Shares up to an aggregate nominal amount of £2.26; and
- 2) expire on 31 December 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**Agreement**

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

The undersigned, being persons entitled to vote on the above Resolution hereby irrevocably agree to such Resolution:

Signed: B. J. D. A. T.

for and on behalf of Inflexion Buyout Fund V GP Guernsey Limited (acting in its capacity as general partner of Inflexion Buyout Fund V General Partner Guernsey Limited Partnership, acting in its capacity as general partner of Inflexion Buyout V Investments LP)

Signed: .....

**Simon Nicklin**



Signed: .....

**Peter Heyes**

Signed: .....

**Iain Fawcett**

Signed: .....

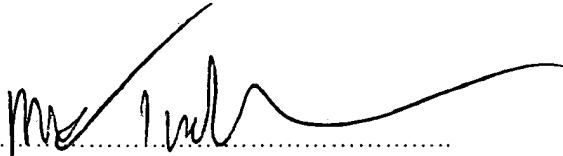
**Howard Taylor**

Signed: .....

**Claudette Rushworth**

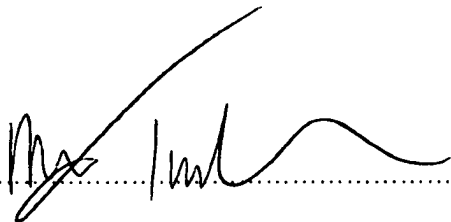
Signed: .....

**John Beighton**

Signed: .....  


**HowTu Pharma Consult Ltd**

Signed: .....

A handwritten signature in black ink, appearing to read 'Mike Tucker', written over a dotted line.

**Mike Tucker**

Signed: .....

**Russell Howard**

Date: 30 September 2020

Signed: .....

**Peter Heyes**

Signed: .....

**Iain Fawcett**

Signed: .....

**Howard Taylor**

Signed: .....

**Claudette Rushworth**

Signed: .....

**John Beighton**

Signed: .....

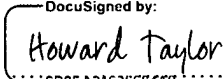
**HowTu Pharma Consult Ltd**

Signed: .....

**Peter Heyes**

Signed: .....

**Iain Fawcett**

Signed:  .....

**Howard Taylor**

Signed: .....

**Claudette Rushworth**

Signed: .....

**John Beighton**

Signed: .....

**HowTu Pharma Consult Ltd**

*Jessie P. Howard*

STATED

FRANK HOWARD

30 September 2020

**Important notes:**

- 1 If you agree with the resolution, please indicate your agreement by signing and dating where indicated above and returning this document to the Company using one of the following methods:

- **By hand:** delivering the signed copy to Victoria Smithers at Trowers & Hamlins LLP, 3 Bunhill Row, London EC1Y 8YZ.
- **Post:** returning the signed copy by post to Victoria Smithers at Trowers & Hamlins LLP, 3 Bunhill Row, London EC1Y 8YZ.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [vsmithers@trowers.com](mailto:vsmithers@trowers.com).

By signing above, you indicate your agreement to the resolution. A special resolution must be passed by members representing not less than 75% of the voting rights of eligible members.

Please note that once you have indicated your agreement to the resolution, you may not revoke your agreement.

If you do not agree with the resolution, you do not need to do anything. If you do not reply, you will be deemed to have rejected the resolution.

- 2 If this resolution is not passed within 28 days of the circulation date it will lapse. If you agree to the resolution, please ensure that your agreement reaches us by the end of this period.