

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MEMD LIMITED (the "Company")

Company Number: 11734565

Circulation Date 27 Feb 2023 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") the directors of the Company propose that the following resolutions be passed as special resolutions or ordinary resolutions (as indicated) (the "**Resolutions**")

Special Resolution

1. **THAT** pursuant to section 21 of the Act, the articles of association attached to this written resolution be 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.

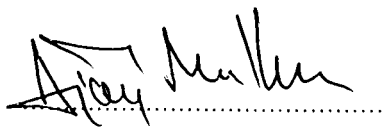
Ordinary Resolution

2. **THAT**, all the decisions and actions undertaken by a sole director of the Company to date, including the proposal to the members of the Company of resolution 1 above, be ratified, confirmed and approved pursuant to section 239 of the Act and otherwise notwithstanding the requisite board quorum required by the Company's articles of association was not met at the time those decisions and/or actions were undertaken.

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by Director for and
on behalf of MEMD Ltd



Date

27 Feb 2023

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.
- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
- 3 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.
- 4 Unless within 28 days from the circulation date referred to at the beginning of this document sufficient agreement has been received to pass the Resolutions, it will lapse. If you agree to the Resolutions please ensure that your agreement reaches us before or during that date.
- 5 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.
- 6 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.

A handwritten signature, possibly 'A', is written in black ink.