

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CARE SANTÉ HOLDINGS LIMITED
(the "Company")

Circulation Date

4 March 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolutions in the case of resolution numbered 1 as a Special Resolution and in the case of resolutions numbered 2 to 5 as Ordinary Resolutions:

SPECIAL RESOLUTION

1. That, the draft new articles of association of the Company (in the form attached to these written resolutions and initialled for the purposes of identification only) (the "**New Articles**") be and are hereby adopted to the exclusion of and in substitution for the existing articles of association of the Company

ORDINARY RESOLUTIONS

2. That the directors be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot and issue 9,200 A ordinary shares of £0.01 each, 700 B ordinary shares of £0.01 each and 1,363 C ordinary shares of £0.01 each in the Company each with specific rights attached and as designated in the New Articles, provided that:
 - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - (b) the Company may, before such expiry under paragraph (a) 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.

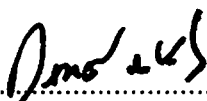
This authority is in addition to all subsisting authorities.

3. That, subject to the passing of resolution 2 the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, and that the pre-emption provisions contained in Article 8 of the New Articles be waived in relation to the proposed allotment at resolution 2.

4. That the one ordinary share of £1 in the capital of the Company be sub-divided into 100 ordinary shares of £0.01 each in the capital of the Company.
5. That, subject to the passing in resolution 4, 100 ordinary shares of £0.01 each in the capital of the Company be converted into and re-designated as 100 A ordinary shares of £0.01 each in the capital of the Company, having the rights and being subject to the restrictions set out in the draft New Articles.

Please read the Notes overleaf before signifying your agreement to the Written Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I/we, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the Written Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Written Resolutions in the case of resolution numbered 1 as a Special Resolution and in the case if resolutions numbered 2 to 5 as Ordinary Resolutions


.....
Vitry Enfants Limited

4 March 2021
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Date of signature

Notes

- 1 You can choose to agree to all of the proposed Written Resolutions or none of them but you cannot agree to only some of them.
- 2 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf.
- 3 If you do not agree to the Written Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 The Written Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed.
- 5 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 6 You may not revoke your agreement to the Written Resolutions once you have signed and returned this document to the Company.
- 7 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.