

Company number: 05057581

PRIVATE COMPANY LIMITED BY SHARES

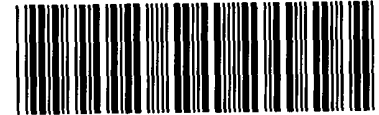
WRITTEN RESOLUTION

of

AT MEDICS LIMITED

(05057581)
(the "Company")

WEDNESDAY



A9306T6Z

A04

15/04/2020

#10

COMPANIES HOUSE

1 APRIL 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company have proposed that the following resolutions be passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1161 of the CA 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, be and is hereby authorised and ratified.
2. **THAT** in accordance with Article 14 of the Company's Articles of Association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the resolutions.
3. **THAT** upon the recommendation of the board of directors of the Company, having considered that the Company has at such time sufficient profits available for distribution, a dividend in specie equal to the aggregate book value of the Demerged Assets (the "Demerger Dividend") be declared payable to AT Medics LLP, the sole shareholder of the Company ("ATM LLP"), such Demerger Dividend to be satisfied by the transfer of the Demerged Business (as defined in the Demerger Agreement to be entered into between the Company, ATM LLP and Primary Care Partners Limited) to Primary Care Partners Limited in consideration for which Primary Care Partners Limited has agreed to allot and issue the Primary Care Partners Limited 20,999 new B Ordinary Shares of £0.01 each to ATM LLP, credited as fully paid up.

AGREEMENT

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

The undersigned hereby irrevocably agree to the Resolution:

SIGNED by DR M QURAIHI MQ Quraihi
Member (Signature)

And by DR MC CHOUDHRY MC Choudhry
Member (Signature)

for and on behalf of **AT MEDICS HOLDINGS LLP**

1. APRIL 2020
(PLEASE COMPLETE IN CAPITALS) (Date)