

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

COPY RESOLUTION

of

MEDICA GROUP PLC ("Company")

PASSED ON 9 JUNE 2023

At a general meeting of the Company duly convened and held at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT on 9 June 2023 at 10.15 am the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) for the purpose of giving effect to the scheme of arrangement dated 12 May 2023 (as amended or supplemented) (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the Chair of the meeting, in its original form or subject to any modification, addition or condition agreed in writing by the Company and Moonlight Bidco Limited and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 185:

"185 SCHEME OF ARRANGEMENT"

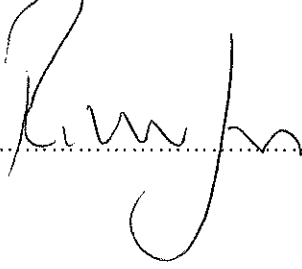
- 185.1 *In this **Article 185**, references to the "**Scheme**" are to the scheme of arrangement dated 12 May 2023 between the Company and the holders of Scheme Shares (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition agreed by the Company and Moonlight Bidco Limited ("**Bidco**") approved or imposed by the High Court of Justice of England and Wales. Terms defined in the Scheme shall have the same meanings in this **Article 185** (save as expressly defined in these Articles).*
- 185.2 *Notwithstanding any other provision of these Articles, if the Company issues or transfers out of treasury any Medica Shares (other than to Bidco or any nominee of it) at or after the Voting Record Time and before the Scheme Record Time, such Medica Shares shall be issued, transferred or registered subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holders of such Medica Shares shall be bound by the Scheme accordingly.*
- 185.3 *Subject to the Scheme becoming Effective (as defined in the Scheme) and notwithstanding any other provisions of these Articles, if any Medica Shares are issued, transferred out of treasury or transferred to any person or his*

nominee (other than Bidco or any nominee of it) (a **"New Member"**) at or after the Scheme Record Time (each a **"Post-Scheme Share"** and together the **"Post-Scheme Shares"**) they shall be issued or transferred on terms that they shall be immediately transferred to Bidco (or to such person as it may direct in writing) (the **"Purchaser"**), who shall be obliged to acquire each Post-Scheme Share in consideration for the payment by or on behalf of the Purchaser to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration to which that New Member would have been entitled pursuant to the Scheme becoming Effective had such Post-Scheme Share been a Scheme Share, provided that the value of the consideration per Post-Scheme Share to be paid to a New Member pursuant to this **Article 185.3** shall be adjusted by the Company, on any reorganisation of or material alteration to the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date (as defined in the Scheme), in such manner as the auditors of the Company or an investment bank selected by the Company may determine is appropriate to reflect such reorganisation or material alteration to the capital of the Company. References in this Article to Medica Shares shall, following such adjustment, be construed accordingly.

- 185.4 To give effect to any transfer of Post-Scheme Shares pursuant to this **Article 185**, the Company may appoint any person as attorney or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominee(s) and do all such other things and execute and deliver all such documents or deeds as may in the opinion of the attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and/or its nominee(s) and do all such other things and execute and deliver all such documents or deeds as may in the opinion of the Purchaser or its attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and/or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and/or its nominee(s) and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser and/or its nominees as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares.
- 185.5 The Purchaser shall settle or procure the settlement of the consideration due under **Article 185.3** either:
- 185.5.1 by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares within 14 days after the date on which the Post-Scheme Shares are issued or transferred to the New Member; or
- 185.5.2 in the event that the relevant Post-Scheme Shares are acquired by directors or employees of the Wider Medica Group pursuant to the settlement of Medica Options, by such method as shall be determined by the Company (including, but not limited to, procuring that payments are made through payroll as soon as practicable after the date on which the Post-Scheme Shares are issued or transferred to the New Member, and that payments may be made subject to

the deduction of any applicable exercise price, income taxes and social security contributions).

- 185.6 *Notwithstanding any other provision of these Articles, neither the Company nor the Directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominees."*


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Director