

**COMPANY NUMBER 07023410**

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**COPPERTOP SURGERY  
LIMITED**

**(the “Company”)**

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the following resolutions (the “**Resolutions**”) are proposed by the directors of the Company as special resolutions and an ordinary resolution and are first circulated to the sole member of the Company on \_\_\_\_\_ 29 July 2022 (the “**Circulation Date**”).

**SPECIAL RESOLUTION**

1. **THAT**, the articles of association contained in the form attached to these Resolutions be adopted as the Company's new articles of association, in substitution for and to the exclusion of the Company's existing articles of association.
2. **THAT**, subject to Resolution 1 above, the existing one (1) issued A ordinary shares and one (1) issued B ordinary shares of £1 each in the capital of the Company be reclassified as two (2) ordinary shares of £1 each, having the rights and being subject to the conditions set out in the articles of association of the company to be adopted pursuant to Resolution 1 above.

**ORDINARY RESOLUTION**

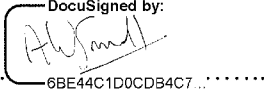
3. **THAT** in accordance with section 239 of the companies act 2006, all decisions and actions of Avron Woolf Smith, the sole director of the company, from and including the date of incorporation to the date of this resolution which would otherwise amount to a breach of duty, by reason only that the number of directors is less than any applicable quorum or minimum number of directors required by the articles of association in relation to the company, be ratified by this resolution.

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**Please read the notes set out below before signing or taking any action on the Resolutions.**

**Agreement of the sole member**

We, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

Signed by .....  .....  
for and on behalf of **Incisive Smiles Holdings Limited**

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### **Explanatory Statement**

1. If you wish to signify agreement to this document, please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document: and
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) please return the document to the Company:
    - (i) at the Company's registered address marked "for the attention of the Directors"; or
    - (ii) by handing it to any director in person; or
    - (iii) by scanning this document, attaching it to an email and sending it to the Company.
2. Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
3. To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.