

Company number: 08929674

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

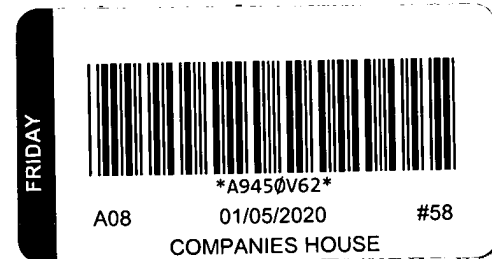
of

GALEN (MANCHESTER) LIMITED

("Company")

28 April

2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the director of the Company ("Directors") proposes that the following resolutions are passed as ordinary resolutions ("Resolutions").

ORDINARY RESOLUTION

1. **THAT** 51,000 ordinary shares of £0.01 each in the capital of the Company held by and registered in the name of Galen Trustee Limited be redesignated as A ordinary shares of £0.01 each;
2. **THAT** 8,300 ordinary shares of £0.01 each in the capital of the Company held by and registered in the name of Galen Trustee Limited be redesignated as D ordinary shares of £0.01 each;
3. **THAT** 8,086 A ordinary shares of £0.01 each in the capital of the Company held by and registered in the name of Galen Trustee Limited be redesignated as D ordinary shares of £0.01 each;
4. **THAT** each of the 21,564 B ordinary shares of £0.01 each in the capital of the Company and registered in the name of Galen Trustee Limited be redesignated as a D ordinary share of £0.01;
5. **THAT** each of the 8,086 C ordinary shares of £0.01 each in the capital of the Company held by and registered in the name of Galen Trustee Limited be redesignated as a D ordinary share of £0.01;

with such A ordinary shares and D ordinary shares having the rights as set out in the Company's articles of association.

AGREEMENT

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, hereby irrevocably agrees to the Resolutions:



Signed by **GALEN TRUSTEE LIMITED**

28.4.2020

NOTES:

1. If you wish to agree to the above Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - o **By Hand:** delivering the signed copy to the Company, c/o Slater Heelis LLP, 86 Deansgate, Manchester, M3 2ER.
 - o **Post:** returning the signed copy by post to the Company, c/o Slater Heelis LLP, 86 Deansgate, Manchester, M3 2ER.
 - o If you do not agree to the above Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by midnight on the date that is 28 days from the Circulation Date, sufficient agreement has been received for both of the resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that indicate your agreement and notify us as soon as possible