



Union Diagnostic & Clinical Services Plc.

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Lagos, 25th January, 2021

Resolutions Passed at the Court-Ordered Meeting of Union Diagnostic and Clinical Services Plc

The Members of Union Diagnostic and Clinical Services Plc at the Court-Ordered Meeting (COM) held by Proxy, pursuant to an Order of Court dated 21st December, 2020 under the hand of Justice M.S. Hassan of the Federal High Court, on Monday, 25th January 2021 at 12:00 noon at Lagos Resource Centre, 9, Anifowose Street, Victoria Island, Lagos State, proposed and adopted the following resolutions:-

- A. That the Scheme of Arrangement dated Monday, December 7, 2020 be and is hereby approved and that the Directors be and hereby authorized to consent to any modification of the Scheme of Arrangement that the Federal High Court or any regulatory authority may deem fit to impose or approve.
- B. That for the purpose of giving effect to the Scheme in its original form or with or subject to such modification, addition and condition agreed between the Company and Holders of its Ordinary Shares and/or approved or imposed by the Court:
 - a. That the Scheme Shares **1,407,855,051 (One Billion, Four Hundred and Seven Million, Eight Hundred and Fifty-Five Thousand, Fifty-One)** issued and fully paid ordinary shares of 50kobo each of the Company be transferred to Cedar Advisory Partners Limited;
 - b. That the Holders of the Scheme Shares be paid a cash consideration in the sum of **₦492,749,268 (Four Hundred and Ninety-Two Million, Seven Hundred and Forty-Nine Thousand, Two Hundred and sixty-Eight Naira)** by Cedar Advisory Partners Limited for the transfer of the said Scheme Shares;
 - c. That as consideration for the exchange of the Scheme Shares, each Holder of the Scheme Shares shall receive ₦0.35k per share.
- C. That the Board of Directors of the Company be and are hereby authorized to take all necessary steps and to consent to any modification of the Scheme of Arrangement that the Federal High Court shall deem fit to impose or approve.

By Order of the Board

DR. SAMUEL IROYE
COMPANY SECRETARY