

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PERCEPTIVE INSTRUMENTS LIMITED

Company Number: 02498351

(the "Company")

7th April

2022 (the "Circulation Date")

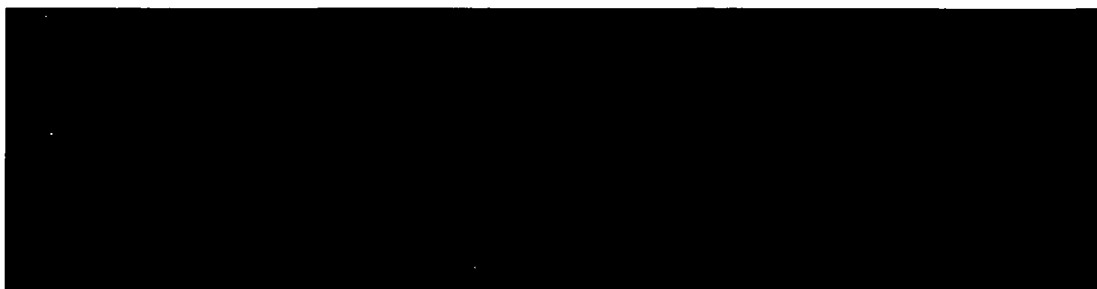


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as written resolutions having effect as ordinary resolutions and special resolutions (as applicable) (together, the **"Resolutions"**).

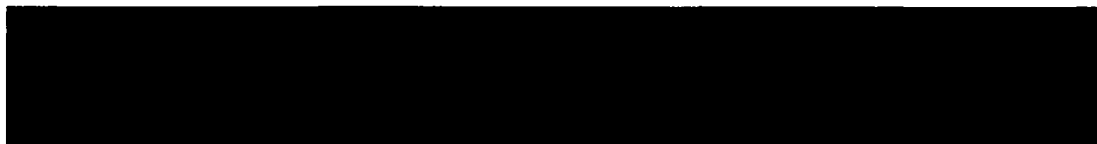
Unless otherwise defined or the context otherwise requires, words and expressions defined in the Facilities Agreement (as defined below) bear the same meanings when used in this Resolution.

ORDINARY RESOLUTIONS

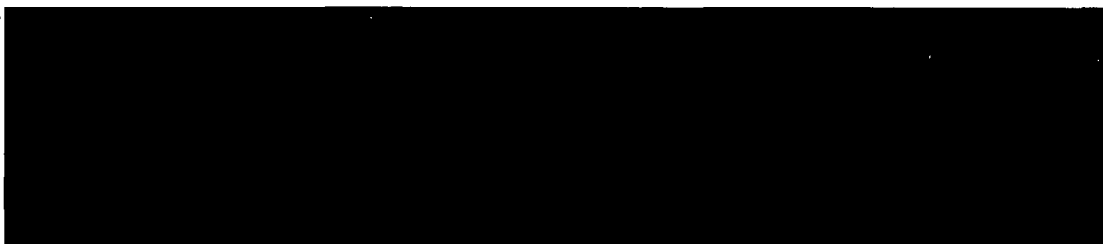
1



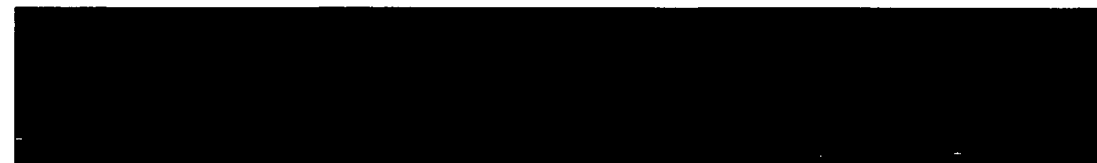
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SPECIAL RESOLUTION

- 7 **THAT** the provisions of the Articles of Associations of the Company be altered by the insertion of a new Article 13 (and that the existing articles be renumbered and cross references be amended accordingly) as follows:

"Article 13.

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

- 13.1 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

13.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 13.1 above).

13.3 The lien set out in Article 3 shall not apply to shares held or to be held by a Secured Institution (as defined in Article 13.1 above).

13.4 Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, being the sole member (as defined by section 289 of the Companies Act 2006) hereby irrevocably agree to each of the Resolutions.

Signed:  Dated: 7th April 2022

for and on behalf of
INSTEM PLC

NOTES

- 1 This document is proposed by the board of directors of the Company
- 2 This document is sent to the sole member on 07/04/ 2022 (the "**Circulation Date**").
- 3 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By Hand:** delivering the signed copy addressed to the directors of the Company at the Company's registered office being Diamond Way, Stone Business Park, Stone, Staffordshire, ST15 0SD; or
 - (b) **Post:** returning the signed copy by post addressed to the directors of the Company at the Company's registered office being Diamond Way, Stone Business Park, Stone, Staffordshire, ST15 0SD.
 - (c) **By Email:** sending the signed copy by email to the Company Secretary (Oakwood Corporate Secretary Limited) inserting 'Written Resolution circulated on 07/04 2022' as the subject of the email.
- 4 If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 5 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 6 Unless, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 7 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 8 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.
- 9 Please note it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.