

Company Number: 02702869

PRIVATE COMPANY LIMITED BY SHARES

CAZENOVE & LOYD LIMITED

(Company)

WRITTEN RESOLUTION OF THE MEMBERS

Passed on 3rd August 2021

The following resolution was passed on the date set out above as an ordinary resolution and as a special resolution (as indicated) pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act").

ORDINARY RESOLUTION

That the Directors are generally and unconditionally authorised for the purposes of sections 549 and 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into shares in the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall, subject to section 551 of the Act, be for a period expiring on the fifth anniversary of the date of this Resolution unless renewed, varied or revoked by the Company in General Meeting. The maximum nominal amount of shares that may be allotted pursuant to such authority shall be limited to such amount as is required for the allotment and issue of shares in the Company pursuant to the conversion rights attaching to up to £600,000 in aggregate principal amount of convertible loan notes of the Company constituted by a Loan Note Instrument dated on or about the date hereof. The Directors shall be entitled under the authority conferred by this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares of the Company to be allotted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement notwithstanding the authority conferred by this Resolution has expired.


Director

