

**WRITTEN SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER**  
**OF**  
**INSTEM SCIENTIFIC SOLUTIONS LIMITED**

**Company Number: 03598020**

Circulation Date: 9 February 2024

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution (of which resolution would otherwise be required to be passed as a special resolution) by way of written resolution (the “**Resolutions**”):

- 1. THAT**, with effect from the passing of these Resolutions, the Company’s Articles of Association be amended by deleting article 13 and replacing it with the following:

**“13 No restriction on transfer of shares to financial institutions**

- (a) Notwithstanding anything contained in these articles, the Model Articles or otherwise:
  - (i) any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to; and
  - (ii) the directors shall not refuse to register, nor suspend registration of any transfer of shares where such transfer is:
    - (A) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a “**Secured Institution**”), or to any nominee of such a Secured Institution;
    - (B) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
    - (C) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
    - (D) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.
- (b) Any present or future lien on shares howsoever arising (whether expressly or impliedly) which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this Article.
- (c) A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.

- (d) A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

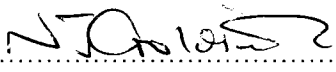
For the purposes of this Article, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.”

Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned being the sole person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 9 February 2024 hereby irrevocably agrees to the Resolutions.

For and on behalf of **Instem Scientific Limited**

Signed:  .....

Name: Nigel Goldsmith

Date: 9 February 2024

## Notes

1. 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 as indicated and returning it to the Company using one of the following methods:
  - ⌚ By hand or by post: signed copy to be delivered/sent to 99 Bishopsgate, London EC2M 3XF, United Kingdom (attn.: Nicole Courtney); or
  - ⌚ By e-mail: scanned copy of the signed document to be attached to an email and sent to [nicole.courtney@lw.com](mailto:nicole.courtney@lw.com) with “Ichor – special resolutions” in the subject box.

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.
2. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by midnight on the date that is 28 days after the Circulation Date then the Resolutions will lapse.
4. 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.