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#118

COMPANIES HOUSE

THE COMPANIES ACT 2006

RESOLUTIONS

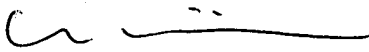
OF

TERN PLC
(the "Company")

At the Annual General Meeting of the Company duly convened and held at the offices of Reed Smith, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS on 29 June 2023 the following resolution was duly passed as a special resolution.

Special Resolution

7. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its Ordinary Shares provided that:
- 7.1 the maximum number of Ordinary Shares authorised to be purchased is 10% of the entire issued share capital of the Company;
 - 7.2 the minimum price which may be paid for an Ordinary Share is £0.0002;
 - 7.3 the maximum price which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an Ordinary Share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the 5 business days immediately preceding the day on which the Ordinary Share is purchased;
 - 7.4 the authority hereby conferred shall expire on the earlier of the date falling 15 months after the Annual General Meeting or on the conclusion of the next annual general meeting of the Company to be held in 2024; and
 - 7.5 the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract.


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Chairman

29 - 06 - 23
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Date