

**PRINT OF RESOLUTIONS FOR FILING AT COMPANIES HOUSE**

**Company Number 05697423**

**COMPANY LIMITED BY SHARES**

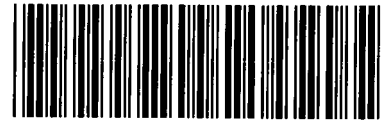
**WRITTEN RESOLUTION**

**of**

**CANTAB RESEARCH LIMITED (the "Company")**

**passed on 10 June 2022 2022**

**TUESDAY**



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28/06/2022

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and that resolutions 2, 3, 4 and 5 are passed as special resolutions (together the "**Resolutions**").

**ORDINARY RESOLUTION**

- 1 **THAT** the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act to grant rights to or to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £790.88 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS**

- 2 **THAT** any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to under the Company's articles of association or the Act) in respect of any allotment and issue of shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authority conferred by Resolution 1 above be and are hereby disapplied or otherwise waived.
- 3 **THAT** the articles of association contained in the document attached to these Resolutions be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company.
- 4 **THAT** the provisions of article 18 of the Company's articles of association in relation to the pre-emption rights however so arising on a transfer of shares be waived and disapplied in relation to the proposed transfers of shares in the Company set out in the attachment to these resolutions.
- 5 **THAT**, subject to completion of the share sale and purchase agreement to be entered into on or around the date of these resolutions between the Sellers (as defined therein), the Buyers (as defined therein) and the Company in respect of the transfers referred to

in Resolution 4, 356,936 M ordinary growth shares of £0.0001 each in the capital of the Company, 104,716 X ordinary growth shares of £0.0001 each in the capital of the Company and 111,635 X2 ordinary growth shares of 0.0001 each in the capital of the Company, being those M ordinary growth shares, X ordinary growth shares and X2 ordinary growth shares referred to in the attachment to these resolutions and each being the subject of such share sale and purchase agreement and held by Susquehanna Growth Equity Fund Vi, LLLP upon completion of such share sale and purchase agreement, be redesignated as ordinary shares of £0.0001 each in the capital of the Company.

DocuSigned by:  
*Katy Wizdahl*

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Director