

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**PRINT OF THE
WRITTEN SHAREHOLDERS' RESOLUTIONS
OF
QUANTA DIALYSIS TECHNOLOGIES LIMITED**

(Company No: 06641134)

(the "**Company**")

Passed on: 17 June 2021

In accordance with chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the Resolution numbered 1 was passed as an ordinary resolution and the Resolutions numbered 2 and 3 were passed as special resolutions of the members of the Company (the "**Resolutions**") in connection with the Company's series D financing (the "**Series D**").

ORDINARY RESOLUTION

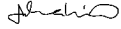
1. **THAT**, conditional upon and with effect from the completion of the Series D, the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of GBP £26,186,208.97, provided that (unless previously revoked, varied or renewed by the Company):
 - a. this authority will expire on the date which is five years after the passing of this Resolution; and
 - b. save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance to such offer or agreement (as the case may be) notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for and to the exclusion of all subsisting authorities previously granted to the directors for the purposes of section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 and conditional upon the completion of the Company's Series D, the members of the Company hereby waive any and all pre-emption rights howsoever arising, including, without limitation, pursuant to article 13 of the Company's currently in force articles of association (the "**Current Articles**"), any shareholders' agreement currently in force or to be entered into pursuant to the transactions contemplated by these resolutions, the Act or otherwise in connection with the allotment and issue of the shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authorities granted under Resolution 1.

3. **THAT**, conditional upon and with effect from the completion of the Series D, the articles of association appended to these Resolutions (the “**New Articles**”) at Appendix A be adopted as the Company’s articles of association in substitution for and to the exclusion of the Current Articles.



John E. Milad
Director
QUANTA DIALYSIS TECHNOLOGIES LIMITED