

Company Number: 07132083

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS' OF
LYST LTD
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions which were proposed as an ordinary resolution and a special resolution, were duly passed in writing on**19 December**..... 2022.

ORDINARY RESOLUTION

1. **THAT** a new class of management preference shares of £0.00001 each in the capital of the Company, with the rights attaching to them as set out in the articles of association attached hereto, be created.
2. **THAT** following the adoption of the articles of association of the Company in accordance with resolution 5, the appointment of Emma McFerran as a director of the Company be and is hereby approved.
3. **THAT** following the adoption of the articles of association of the Company in accordance with resolution 5, the appointment of Elizabeth Case (nee Kistruck) as a director of the Company be and is hereby approved.

SPECIAL RESOLUTION

4. That subject to and conditional upon resolution 5 below relating to the adoption of the new articles of association of the Company having been passed:
 - a. that the directors (for the purposes of section 551 of the Act) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"), up to an aggregate nominal value of £21.64 provided that this authority shall, unless renewed, varied or revoked by the Company, expire

five years from the date that this resolution is passed 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 of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered to be made pursuant to such authorities.

b. that, subject to the passing of resolution 4.a in accordance with article 12.2 of the articles of association of the Company (the “**Articles**”), the Directors be generally empowered to allot the equity securities (as defined in section 560 of the Act) referred to in part (a) of this resolution 4, as if the provisions of article 12.2 of the Articles did not apply to such allotment, provided that this power shall:

- i. be limited to the allotment of equity securities up to an aggregate nominal amount of £21.64; and
- ii. expire five years from the date that this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

5. **THAT** the articles of association contained in the document attached hereto in the Appendix be and hereby are approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

DocuSigned by:

Emma McFerran

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19 December 2022

Director

Date