

**Company number: 07358038**

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**NORTHROW LIMITED**  
**(the Company)**

**Circulation date:** 19 April 2022

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the following resolutions are proposed as special resolutions and an ordinary resolution (as indicated) of the Company:

**SPECIAL RESOLUTIONS**

1. **THAT** the articles of association of the Company attached to these resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
2. **THAT**, subject to the passing of resolution 4 below, the directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 4 below as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act) in respect of the issue of loan notes constituted by a convertible loan note instrument (the **Loan Note Instrument**) substantially in the form attached to these resolutions and any subsequent issuance of shares pursuant to the terms of the Loan Note Instrument.
3. **THAT** the entry into the Loan Note Instrument be hereby approved.

**ORDINARY RESOLUTION**

4. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised under section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (those shares and rights being together referred to as **Relevant Securities**) up to a total nominal value of £10,909.09 pursuant to the terms of the Loan Note Instrument, to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of that period and the directors of the Company may allot Relevant Securities under that offer or agreement as if the authority conferred by this resolution had not expired.

The persons named below, being all the persons eligible to vote on the above resolutions on the circulation date, irrevocably agree to each of those resolutions.

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Adrian Black

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Vanessa Richards

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Richard Ingles

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James Wilkinson

DocuSigned by:  
*Jim Wilkinson*  
.....CDF0D6A94BC7417....

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Quentin Solt

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Prof. George Sol

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Nicholas Grant

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David Dutton

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For and on behalf of Conduit Mead Ventures Ltd

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Matthew Slatter

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Howard Sarna

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Charles Taylor

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Adrian Black

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Vanessa Richards

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Richard Ingles

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James Wilkinson

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Nicholas Grant

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David Dutton

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*David Dutton*  
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For and on behalf of Conduit Mead Ventures  
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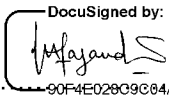
Prof. George Sol

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For and on behalf of Conduit Mead Ventures  
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For and on behalf of Conduit Mead Ventures Ltd

DocuSigned by:  
*Matthew Slatter*  
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Matthew Slatter

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Howard Sarna

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Charles Taylor

DocuSigned by:  
*Neil Mutton*  
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Neil Mutton

Joanna Hamilton

Andrew Webb

Julian Fagandini

Michael Brinsford

Ritula Shah

Parviz Behdad

Philip Hilton

The executors of Gary  
**Waller's estate**

Michael Queen

Charles Sinclair CBE

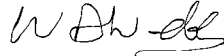
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Neil Muttock

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Joanna Hamilton

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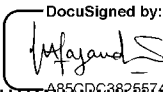
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DocuSigned by:  
*Maury Shenk*

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Maury Shenk

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Peter Rose

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Judith Goffe

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For and on behalf of MNL Nominees Ltd

DocuSigned by:  
*Calum McLean*  
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For and on behalf of Schneider Investment Associates LLP

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For and on behalf of UK Innovation & Science Seed Fund LP

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For and on behalf of Angel CoFund

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Susannah Solt

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Simon Hook

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Matt Duckhouse

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Ilona Simpson

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Walter Cormack

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Per Flostrand

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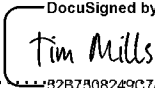
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Simon Hook

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Matt Duckhouse

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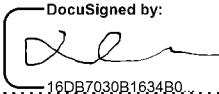
Ilona Simpson

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Walter Cormack

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Per Flostrand

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**Harinder Singh Gill**

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**David Beringer**

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**Peter Brooks**

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**Barry Leeson-Earle**

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**Jonathan Bruce**

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**Timothy Ingles**

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**Charlotte Ingles**

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**William Martin**

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**William Brooks**

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**Trent Ward**

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For and on behalf of **Entrustees Alpha Limited**

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Ravi Sawhney

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Harinder Singh Gill

DocuSigned by:  
*David John Beringer*  
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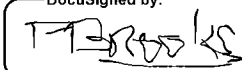
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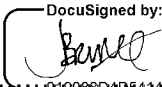
**David Beringer**

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DocuSigned by:  
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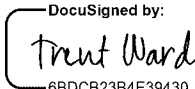
Charlotte Ingles

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William Martin

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William Brooks

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Trent Ward

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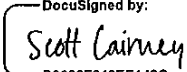

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**William Martin**

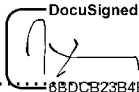
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**William Brooks**

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**Trent Ward**

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For and on behalf of **Entrustees Alpha Limited**  
as trustees of the Peter Brooks  
2002 Settlement

  
LSK

DocuSigned by:  
  
6BDCB23B4E39430...

Harvard Palmer

For and on behalf of Moulton Goodies Limited

Anne Morris

James Meyer

Vivienne Barton

Dylan Jones

Ralph Johnson

For and on behalf of Davidson Morris Ltd

For and on behalf FelineSoft Ltd

Lakhbir Sandhu

Surinder Sandhu

Peter Jasko

.....

Harvard Palmer

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For and on behalf of Moulton Goodies Limited

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Anne Morris

DocuSigned by:  
*James Meyer*  
4301F44BB9884FA.....

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James Meyer

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Lakhbir Sandhu

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Surinder Sandhu

.....

Peter Jasko



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For and on behalf Quintessentially Ventures Ltd

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Mark Janes

.....

Mark Lawton

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Angus Black

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Alexandra Black

.....

Isabelle Black

*Gareth Price*  
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For and on behalf of MAVEN INCOME AND GROWTH VCT PLC

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*Gareth Price*  
For and on behalf of MAVEN INCOME AND GROWTH VCT 3 PLC

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*Gareth Price*  
For and on behalf of MAVEN INCOME AND GROWTH VCT 4 PLC

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*Gareth Price*  
For and on behalf of MAVEN INCOME AND GROWTH VCT 5 PLC

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*Gareth Price*  
For and on behalf of D VEST NOMINEES LIMITED

Peter Dines

For and on behalf of NORTHERN VENTURE TRUST PLC

Peter Dines

For and on behalf of NORTHERN 2 VCT PLC

Peter Dines

For and on behalf of NORTHERN 3 VCT PLC

James Dyer

For and on behalf of NVM NOMINEES LIMITED

Peter Dines

For and on behalf of MERCIA VCT NOMINEE LIMITED

**NOTES:**

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
  - **By hand:** delivering the signed copy to Anjeli Jaiswal of Gateley Legal, One Forbury Square, The Forbury, Reading RG1 3EB.
  - **Post:** returning the signed copy by post to Anjeli Jaiswal of Gateley Legal, One Forbury Square, The Forbury, Reading RG1 3EB.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [anjeli.jaiswal@gateleylegal.com](mailto:anjeli.jaiswal@gateleylegal.com). Please enter "Written resolution" in the e-mail subject box.
  - **DocuSign:** By signing and returning the signed copy via DocuSign.

If you do not agree with the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.