

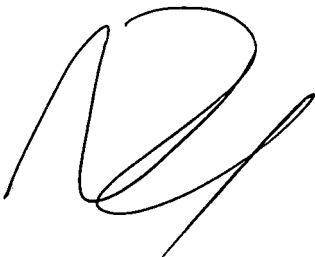
COMPANIES ACT 2006
SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company number: 07919560

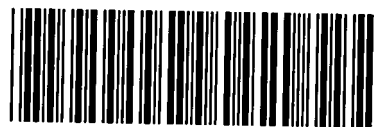
Company name: SKIN ANALYTICS LTD

On the 21st day of July 2020 the following special/written/ordinary resolution
was agreed and passed by the members:

Signed



FRIDAY



A99ZKNWX

A17

24/07/2020

#235

COMPANIES HOUSE

Company number: 07919560

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

SKIN ANALYTICS LTD (the "Company")

15 July 2020 (the "**Circulation Date**")

Passed on 21 July 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and resolutions 2 to 5 (inclusive) below be passed as special resolutions (as indicated) (together, the "**Resolutions**"). Unless otherwise stated, defined terms used in these Resolutions shall have the same meanings as those defined in the New Articles.

ORDINARY RESOLUTION

1. That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to exercise all 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, up to a maximum aggregate nominal amount of £2.8469216, comprising:

- (a) 11,989,855 Series A1 Shares;
- (b) 1,683,614 Series A2 Shares; and
- (c) 14,795,747 A Ordinary Shares,

provided that:

- (i) the authority granted under this resolution shall expire five years after the passing of this resolution; and
- (ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

2. That the articles of association of the Company contained in the document attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the Company's existing articles of association.
3. That, subject to the passing of resolution 2 above, 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 1 above as if section 561 of the Act and the rights of pre-emption contained in article 38 of the articles of association of the Company and article 13 of the New Articles 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).
4. That, subject to the passing of resolution 2 above, immediately following but conditional on completion of the contemplated sale of shares from current shareholders in the Company to Hoxton Ventures II, L.P. (the "**Secondary Sale**"), each of the A Ordinary Shares and B Investment Shares transferred pursuant to any such instrument of sale to Hoxton Ventures II, L.P. be re-classified on a one for one basis into Series A1 Shares, such shares having the rights and being subject to the restrictions set out in the New Articles.
5. That, subject to the passing of resolution 2 above, the directors of the Company be empowered register the transfer of sales sold pursuant to the Secondary Sale as if the rights of pre-emption contained in article 16 of the New Articles did not apply to any such transfer of shares.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

This document may be executed in one or more counterparts each of which when executed shall be an original, but all counterparts together shall constitute one and the same instrument.

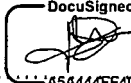
The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

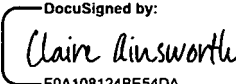
AGREEMENT

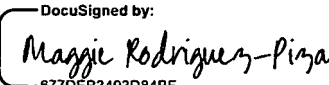
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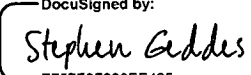
The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

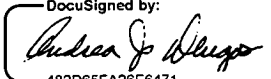
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For and on behalf of: ALGARROBO INVESTMENTS S.L. (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/16/2020

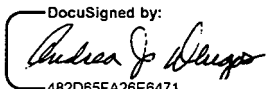
Signed:  DocuSigned by: F0A10B124BE54DA...
Name: Claire Ainsworth (PRINT NAME)
For and on behalf of: TP NOMINEES LIMITED (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/17/2020


Signed:  DocuSigned by: 877DEB3493D84BF...
Name: Maggie Rodriguez-Piza (PRINT NAME)
For and on behalf of: LCIF LLP (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/17/2020

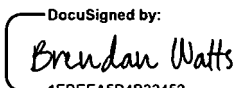
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Name: Bruno Vidal Sa De Moraes (UK) (PRINT NAME)
For and on behalf of: WAYRA SOCIAL VENTURES
LIMITED (COMPLETE IF MEMBER IS A
COMPANY)
Date: 16-Jul-2020 | 09:00:59 BST

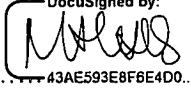
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Name: Stephen Geddes (PRINT NAME)
For and on behalf of: MNL NOMINEES LIMITED (COMPLETE IF MEMBER IS A
COMPANY)
Date: 7/17/2020

Signed:  DocuSigned by:
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Name: Andrea Dlugos (PRINT NAME)
For and on behalf of: WIP – SKIN ANALYTICS LLC (COMPLETE IF MEMBER IS A
COMPANY)
Date: 7/15/2020

Signed: 
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Name: Andrea Dlugos (PRINT NAME)
For and on behalf of: WIP-SKIN ANALYTICS II LLC (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/15/2020

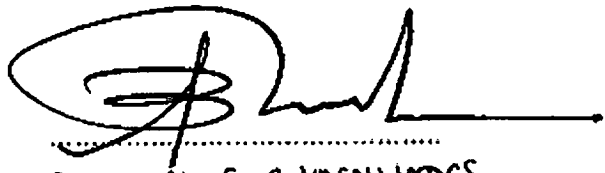
Signed: 
Name: Paolo Mina (PRINT NAME)
For and on behalf of: N6 S.A.R.L. (COMPLETE IF MEMBER IS A COMPANY)
Date: 17.07.2020

Signed: 
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Name: Brendan Watts (PRINT NAME)
For and on behalf of: ECRIN INVESTMENTS LIMITED (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/17/2020

Signed:  DocuSigned by:  DocuSigned by:
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Name: Paul Miller Melanie Hayes
..... (PRINT NAME)

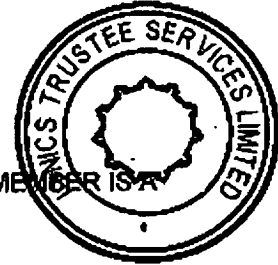
For and on behalf of: BETHNAL GREEN VENTURES LLP (COMPLETE IF MEMBER IS A
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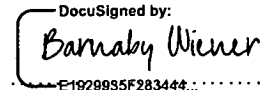
Date: 7/17/2020 7/16/2020
.....

Signed: 
Name: CHRISTODOULOS G. VASSILIADES (PRINT NAME)

For and on behalf of: IONICS TRUSTEE SERVICES LIMITED
AS TRUSTEE OF TA5 TRUST (COMPLETE IF MEMBER IS A
COMPANY)


Date:
16 July 2020

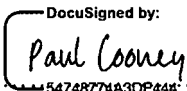


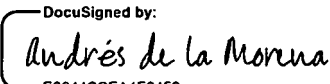
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Name: Barnaby Wiener
..... (PRINT NAME)

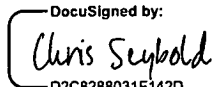
For and on behalf of: TREEBEARD TRUST (COMPLETE IF MEMBER IS A
COMPANY)

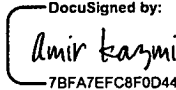
Date: 7/16/2020
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Signed:  DocuSigned by:
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Name: João Coelho Borges (PRINT NAME)
For and on behalf of: JCBGCC UNIPessoal LDA (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/19/2020

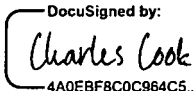
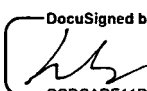
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Name: Paul Cooney (PRINT NAME)
For and on behalf of: CAMBRIDGE PETROLEUM ROYALTIES LTD (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/15/2020

Signed:  DocuSigned by:
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Name: Andrés de la Morena (PRINT NAME)
For and on behalf of: ARCHIBEBE, S.L. (COMPLETE IF MEMBER IS A COMPANY)
Date: 7/15/2020

Signed:  DocuSigned by:
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Name: chris seybold (PRINT NAME)
For and on behalf of: FOUNDER.ORG (COMPLETE IF MEMBER IS A
COMPANY)
Date: 7/16/2020

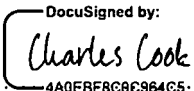
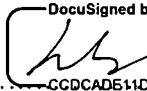
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Name: Amir Kazmi (PRINT NAME)
For and on behalf of: MIDAS COLLABORATION
TECHNOLOGIES (COMPLETE IF MEMBER IS A
COMPANY)
Date: 7/16/2020

[SIGNATURE PAGE TO SHAREHOLDER RESOLUTIONS]

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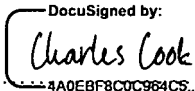
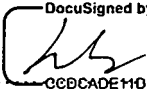
Name: Sam Simpson

By Charles Cook and Jerry Barnes, under power of attorney
7/16/2020 7/16/2020
Date:

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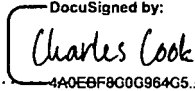
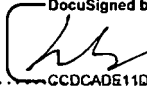
Name: Roger Gazzard

By Charles Cook and Jerry Barnes, under power of attorney
7/16/2020 7/16/2020
Date:

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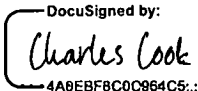

Name: Peter Lockett

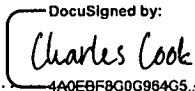
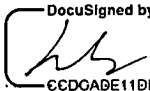
By Charles Cook and Jerry Barnes, under power of attorney
7/16/2020 7/16/2020
Date:

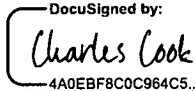
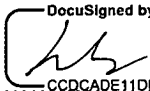
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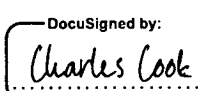

Name: Oliver Heynes

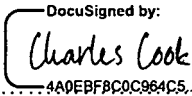
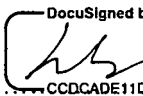
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7/16/2020 7/16/2020
Date:

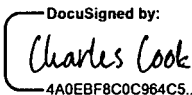

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Name: Julian Telling
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

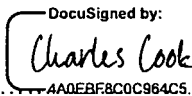
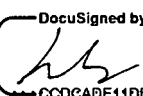
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By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

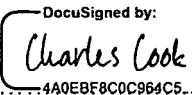
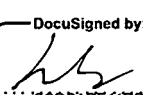
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By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

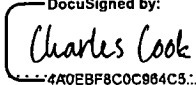
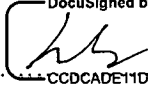
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Name: Bhupinder Sandhu
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

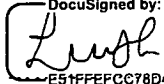
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By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

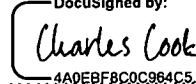
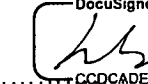
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By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

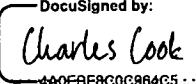
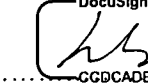
Signed:  
Name: Sharon Vernaschi
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

Signed:  
Name: Jez Williams
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020


Signed:  
Name: David Harris
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

Signed: 
Name: Lucy Hockey
Date: 7/16/2020

Signed:  
Name: John Bailye
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020

Signed:  
Name: Peter Stirling
By Charles Cook and Jerry Barnes, under power of attorney
Date: 7/16/2020 7/16/2020


Signed:

DocuSigned by:

B105CFA05206405.....

Name: Neil Daly (PRINT NAME)

Date: 7/15/2020

Signed:

DocuSigned by:

D7BA6AAAB919485.....

Name: John Taysom (PRINT NAME)

Date: 7/15/2020

Signed:


DocuSigned by:

CA2E1D040CA8470.....

Name: Trevor Fenwick (PRINT NAME)

Date: 7/16/2020


Signed:

DocuSigned by:

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Name: Jerry Barnes (PRINT NAME)

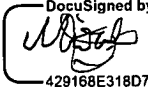
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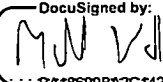
Name: Michael Buchen (PRINT NAME)


Date: 7/15/2020


Signed: 
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Name: Lia Barbopolou (PRINT NAME)
7/16/2020
Date:

Signed: 
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Name: Vincent Charles-Gervais (PRINT NAME)
7/16/2020
Date:

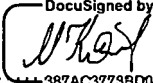
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Name: Julian Hall (PRINT NAME)
7/15/2020
Date:

Signed: 
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Name: Michael Wood (PRINT NAME)
7/17/2020
Date:

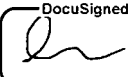
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Name: Ben Dimson (PRINT NAME)
7/16/2020
Date:

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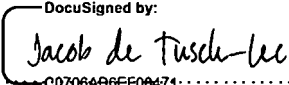
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Date: 7/17/2020

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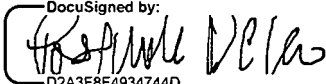
Name: Maria Sheytanova (PRINT NAME)
Date: 7/16/2020

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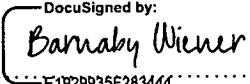
Name: Simon Galvin (PRINT NAME)
Date: 7/15/2020

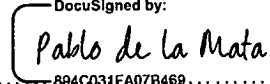
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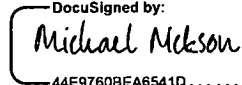
Name: Jacob de Tusch-Lec (PRINT NAME)
Date: 7/20/2020

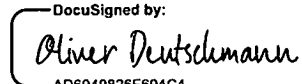
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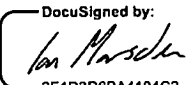
Name: Pasquale De Leo (PRINT NAME)
Date: 7/16/2020

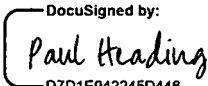
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Name: Barnaby Wiener (PRINT NAME)
Date: 7/16/2020


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Name: Pablo de la Mata (PRINT NAME)
Date: 7/16/2020

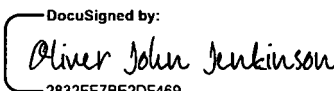
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Date: 7/16/2020

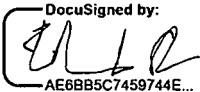
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Name: Oliver Deutschmann (PRINT NAME)
Date: 7/15/2020

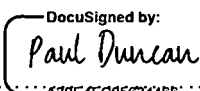
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Date: 7/17/2020

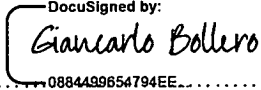
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Name: Paul Heading (PRINT NAME)
Date: 7/17/2020

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Name: Nigel Weller (PRINT NAME)
Date: 7/17/2020

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Name: Oliver John Jenkinson (PRINT NAME)
Date: 7/17/2020

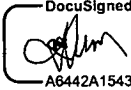
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Name: Edmund Theodore Salvesen (PRINT NAME)
Date: 7/17/2020

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Name: Paul Duncan (PRINT NAME)
Date: 7/16/2020

Signed:  DocuSigned by:
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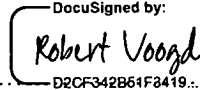
Name: Giancarlo Bollero (PRINT NAME)
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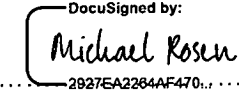
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Robert Voogd
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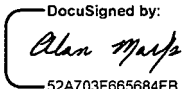
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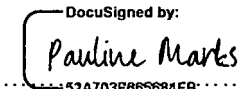
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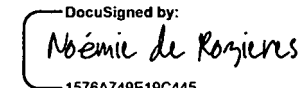
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Michael Rosen
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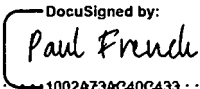
Name: Michael Rosen (PRINT NAME)
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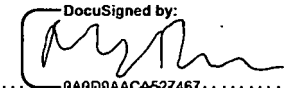
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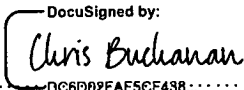
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Name: Alan Marks (PRINT NAME)
Date: 7/15/2020

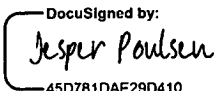
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Name: Pauline Marks (PRINT NAME)
Date: 7/15/2020

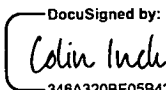
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Name: Noémie de Rozieres (PRINT NAME)
Date: 7/16/2020

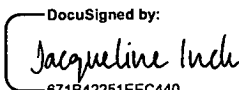
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Name: Paul French (PRINT NAME)
Date: 7/17/2020

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Name: Michael Kenneth Davies (PRINT NAME)
Date: 7/16/2020

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Chris Buchanan
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Name: Chris Buchanan (PRINT NAME)
Date: 7/15/2020

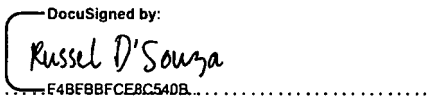
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Date: 7/17/2020

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Date: 7/17/2020

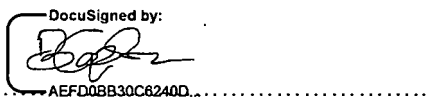
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Date: 7/17/2020

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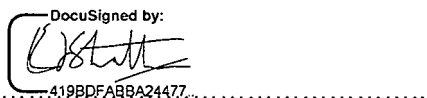
Name: Susan Milne (PRINT NAME)
Date: 7/15/2020

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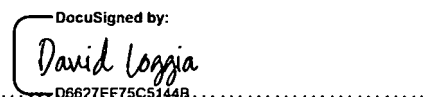
Name: Russel D'Souza (PRINT NAME)
Date: 7/15/2020

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Name: Bernard Caplan (PRINT NAME)
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Name: Edward Stratton (PRINT NAME)
Date: 7/15/2020

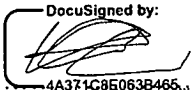
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Name: David Loggia (PRINT NAME)
Date: 7/15/2020

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Name: Florian Hellmich (PRINT NAME)

Date:

Signed:


Name: Richard Norbert Gordon Bloch (PRINT NAME)

Date: 7/17/2020

Signed:

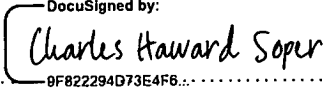
Name: Emma Arnold (PRINT NAME)

Date:

Signed:

Name: Mark Arnold (PRINT NAME)

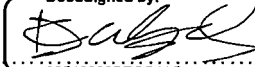
Date:

Signed:


Name: Charles Haward Soper (PRINT NAME)

Date: 7/15/2020

Signed:

DocuSigned by:

825423338ECC4A5...

Name:

Christopher Dalziel (PRINT NAME)

7/15/2020

Date:

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you wish to vote in favour of all the Resolutions please sign and date this document and return it to the Company using one of the following methods:

(a) **by DocuSign**; or

(b) **by email**: by attaching a scanned copy of the signed document to an email and sending it to any director of the Company. Please enter "Written resolutions" in the email subject box.

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. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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.