

Form of print of resolution

Company Number: 07938868

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

BETTER ALL ROUND LTD
(the **Company**)

Passed on 28 March 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the resolutions below (the **Resolutions**) were passed as indicated below in writing on the above date.

ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot ordinary shares of £0.01 each 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 amount of £1,557.09 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this Resolution 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.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 above, the pre-emption rights in Article 12 of the Company's articles of association be disapplied in respect of any shares allotted or Rights granted pursuant to the authority in Resolution 1.
3. **THAT** with effect from these Resolutions being passed the articles of association of the Company be altered by:
 - a) inserting the following new Article 1.2:

"1.2 Notwithstanding the provisions of these Articles, the specific rights of the Future Fund (as defined below) cannot be varied or amended without the prior written consent of the Future Fund."
 - b) inserting the following new definitions:

"Associated Government Entities means:

- a) any UK Government departments, including their executive agencies, other subsidiary bodies and other parts of UK Government;
- b) companies wholly or partly owned by UK Government departments and their subsidiaries;

- c) non-departmental public bodies, other public bodies, public corporations and their subsidiary bodies sponsored by UK Government departments, and/or
- d) any successors to any of the entities set out in (a), (b) and (c) above or any new bodies which fall within the same criteria,

Future Fund means UK FF Nominees Limited, a company incorporated in England and Wales with company registration number 12591650 and whose registered office address is at 5 Churchill Place, 10th Floor, London, England, E14 5HU; and

Institutional Investor means any fund, partnership, body corporate, trust or other person or entity whose principal business is to make investments or a person whose business is to make, manage or advise upon investments for any of the foregoing, other than an Institutional Investor who the Board determines in its reasonable discretion is a competitor with the business of the Company;"

- c) inserting the following new Article 14.13:

"14.13 The Future Fund shall at any time be entitled to transfer any Shares that are held by the Future Fund, without restriction as to price or otherwise and free of pre-emption rights howsoever expressed to:

- 14.13.1 any Associated Government Entities; or
- 14.13.2 an Institutional Investor that is acquiring the whole or part (being not fewer than 10 companies, including the Company) of the Future Fund's interest in a portfolio of investments which comprise or result from the conversion of unsecured convertible loans substantially on the same terms as the convertible loan agreement between the Future Fund and the Company, provided always that such transaction(s) is bona fide in all respects"; and

- d) inserting the following new Article 16.11:

"Put Option

16.11 In the event that it is determined by the Future Fund (in its absolute discretion) that it would be prejudicial to the reputation of the Future Fund and/or the UK Government to continue holding any Shares, the Future Fund shall have the option to require the Company to purchase all of the Shares held by the Future Fund for an aggregate price of £1.00 at any time (the **Put Option**), provided that:


16.11.1 the Put Option shall be exercisable by irrevocable notice in writing from the Future Fund to the Company (the **Put Option Notice**);

16.11.2 the terms of the completion of the Put Option have been authorised by a resolution of the Company;

16.11.3 completion of the Put Option shall take place as soon as reasonably practicable and in any event no later than 20 Business Days following the Company's receipt of the Put Option Notice; and

16.11.4 each of the shareholders of the Company and the Company shall execute, and the Company shall procure so far as it lies within its power to do so the execution of, all such documents and deeds and do all such acts and things as may be reasonably required from time to time to implement the Put Option and transfer the legal and beneficial ownership of the relevant shares being sold to the Company under this Article 16.11, including waiving any pre-emption rights relating to such transfer".

SIGNED on behalf of **BETTER ALL
ROUND LTD**

Signature

Director
Print name
COLENA ABBOSH