

Company Number 08437560

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FUSION IMPLANTS LIMITED

("the Company")

CIRCULATION DATE – 17 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special and ordinary resolution:

SPECIAL RESOLUTION

1. That the Company on the directors recommendations dilute the current shareholding of the Company (with the exception of all issued and allocated A Ordinary Shares in accordance with the current articles of association) by a ratio of 25:1 and then rounded up in accordance with the attached spreadsheet in which the current shareholding and proposed resulting dilution is set out in the attached Annex.
2. That all shares are thereafter reclassified and converted to A Ordinary Shares all having the same rights, with the exception of the Preference Shares, and a share pool is created for future share allocation on an incentive basis for future employees as set out in the Annex.
3. That the Company buys back the 210,000 Preference Shares as an off-market purchase for a nominal sum and thereafter cancels the Preference Shares in their entirety.

ORDINARY RESOLUTION

4. That the previous loans made to the Company by Dan Jones, Louisa Parry and Ben Walton in the total sum of £50,000 for the purpose of settling in part the investment loan made by Enterprise Ventures (General Partner NW Venture) Limited be converted into three separate Loan Notes reflecting the amounts lent to the Company by each one in the sum of £16,666.66.

AGREEMENT

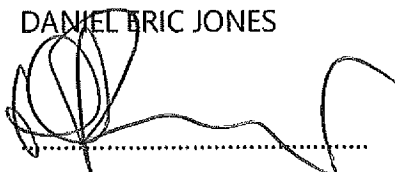
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 31st May 2023, hereby irrevocably agrees to the Resolution:

Signed by



DANIEL BRICE JONES



LOUISA PARRY



BEN WALTON

.....

JOHN FRANCIS INNES

.....

ROB PETTITT

Dated:

..... 31st May 2023

NOTES

1. If you agree with the Resolutions, please indicated your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By Hand: delivering the signed copy.
 - By Email: sending an electronic copy with proof of receipt.If you do not agree 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, by **31 May 2023**, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.

ANNEX

Fusion Implants Ltd Revised Share Structure

Name	Ordinary shares	"B" Ordinary Shares	Purchase 400 A ordinary shares	Dilution x 25 to convert A Ordinary shares	Dilution + new shares (50 added)	% Company Ownership
Louisa Parry	286	0	133	12	145	29.2
Dan Jones	286	0	133	12	145	29.2
Ben Walton	285	0	134	11	145	29.2
Joe Robinson	0	60	0	3	3	0.6
John Innes	58	0	0	3	3	0.6
Rob Pettitt	58	0	0	3	3	0.6
Paul Whittle	0	15	0	1	1	0.2
Ant Fife	0	12	0	1	1	0.2
Share pool	0	0	0	0	50	10.2
	973	87	400	46	496	100