

Company number: 08766928

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

- of -

ARTIFICIAL LABS LTD (the “Company”)

6 February 2024 (the “Circulation Date”)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2 and 3 (inclusive) below be passed as an ordinary resolution and resolutions 4, 5 and 6 (inclusive) be passed as special resolutions (the “Resolutions”).

ORDINARY RESOLUTION

1. That, subject to the adoption of the new articles of association under Resolution 3 (the “**New Articles**”), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot: (i) series A2 shares of £0.000025 each in the capital of the Company up to an aggregate nominal value of £67.00 (the “**Series A2 Shares**”); and (ii) ordinary shares of £0.000025 each in the capital of the Company up to an aggregate nominal value of £58.00 (the “**Option Shares**”), provided that:
- (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) 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 substitution to all subsisting authorities.

2. That the convertible loan notes issued by the Company pursuant to a convertible loan note instrument dated 5 January 2024 were validly issued and the issuance of such convertible loan notes be and is hereby approved and ratified.

■ [Redacted signature block]

**SPECIAL RESOLUTIONS**

- 4. That the New Articles in the form attached to these Resolutions be approved and adopted as the new Articles of Association of the Company, in substitution for and to the exclusion of all existing articles of association of the Company.
- 5. That, subject to the adoption of the New Articles, the directors of the Company be generally and unconditionally empowered to allot the Series A2 Shares and the Option Shares free of all pre-emption rights statutory or otherwise.
- 6. That the payment by the Company out of capital, as permitted by section 692(1ZA) of the Companies Act 2006, of the sum of £1 (subject to the terms of the Buyback Agreement) for the purchase of its own shares be approved.

**AGREEMENT**

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

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

Signed: Jonathan Bridges

Name: Jonathan Bridges

Date: 6/2/24

Signed: David King

Name: David King

Date: 6/2/24

Signed: Guy Bonwick

Name: Guy Bonwick

Date: 6/2/24

Signed: Artur Kisiolek

Name: Artur Kisiolek

Date: 6/2/24

Signed: 

Name: Jonathan Nohr

Date: 6/2/24

Signed: Henri Mauer

Name: Henri Mauer

Date: 6/2/24

Signed: 

Name: Jonathan McCarthy


Date: 6/2/24

Signed: Oliver Fox

Name: Oliver Fox

Date: 6/2/24

Executed by )  
No. 9 Investments Limited )

  
6/2/24

Executed by )  
Violason Holdings Limited ) .....  
6/2/24

Executed by )  
Capita Business Services Ltd ) .....  
6/2/24

Executed by )  
Alma Mundi InsureTech Fund, FCRE ) .....  
6/2/24

Executed by )  
FOMCAP Nominees Limited ) .....  
6/2/24

Executed by )  
FOMCAP IV GP LP ) .....  
6/2/24

Executed by )  
UK FF Nominees Limited ) .....

Executed by )  
Vobis Finance NV ) .....  
6/2/24

Executed by )  
Violason Holdings Limited ) .....

Executed by )  
Capita Business Services Ltd ) .....

Executed by )  
Alma Mundi InsureTech Fund, FCRE ) .....

Executed by )  
FOMCAP Nominees Limited ) .....

Executed by )  
FOMCAP IV GP LP ) .....

Signed by **UK FF NOMINEES LIMITED** acting by its director **CSC DIRECTORS (NO.1) LIMITED** in turn acting by a director:



6/2/24

Director

Executed by )  
Vobis Finance NV ) .....

Executed by )  
MS&AD Ventures LLC )  
By its Sole Manager  
MSBAD Ventures Inc.

Jon Soberg  
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6/2/24

## NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company using one of the following methods:
  - (a) by hand: delivering the signed copy to Jonathan Bridges at Artificial Labs Ltd, 10 Bow Lane, 475 London, EC4M 9AL;
  - (b) by post: returning the signed copy by post to Jonathan Bridges at Artificial Labs, 10 Bow Lane, 475 London, EC4M 9AL;
  - (c) by Docusign; or
  - (d) by email: by attaching a scanned copy of the signed document to an email and sending it to [johnny@artificial.io](mailto:johnny@artificial.io). 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.