

Registered Number: 09104776

THE COMPANIES ACTS
STUDIO GRAPHENE LIMITED
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS OR AGREEMENTS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

On 8 January 2021 the sole member of the Company, with the intent that they take effect as if agreed by the Company in a general meeting, took the following decisions which would otherwise not have been effective for their purpose unless passed as special resolutions:

6. **THAT** in accordance with section 551 of the Act, the director be generally and unconditionally authorised to exercise all powers of the Company to allot shares of £0.0001 each in the capital of the Company and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £16.428. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) 5 years after the date this resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the director may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
7. **THAT** articles 12.4 to 12.6 of the articles of association of the Company (the “**Articles**”) shall not apply to any allotment of New Securities (as defined in the Articles) pursuant to the authority conferred by resolution 1.
8. **THAT** the members of the Company hereby ratify the allotment and issue of the shares in the capital of the Company set out in the table in the Schedule to these Resolutions (together the “**Allotments**”), to the extent that the Allotments amounted to an act exceeding any limitation on the directors’ powers in the Company’s constitution or otherwise amounted to negligence, default, breach of duty or breach of trust in relation to the Company, such that the Allotments be affirmed and adopted by the Company all claims the Company may have against the directors by reason of such conduct be released.
9. **THAT** the members of the Company hereby ratify every distribution made by the Company in respect of the shares that were subject of the Allotments from (and including) 2 February 2018 to the date of this Resolution.
10. **THAT** all claims the Company may have against the director by reason of the Allotments, including (without limitation) for exceeding any limitation on their powers in the Company’s constitution or otherwise for negligence, default, breach of duty or breach of trust by them in relation to the Company, be released.

DocuSigned by:
Ritam Gandhi
Director/Secretary
Date: 8 January 2021

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COMPANIES HOUSE

SCHEDULE

Date of allotment and issue of shares	Class of shares	Number of shares	Aggregate nominal value of shares
2 February 2018	Ordinary	9,000	£0.90
16 July 2018	Ordinary	8,000	£0.80
23 July 2018	Ordinary	5,000	£0.50
24 July 2018	Ordinary	5,000	£0.50
31 July 2018	Ordinary	8,000	£0.80
29 June 2019	Ordinary	8,333	£0.8333
11 July 2019	Ordinary	5,000	£0.50
16 July 2019	Ordinary	5,000	£0.50
22 July 2019	Ordinary	8,000	£0.80
25 January 2020	VV	30,000	£3.00
27 January 2020	VV	4,750	£0.475
28 January 2020	VV	4,750	£0.475
28 January 2020	VV	14,500	£1.45
18 February 2020	Ordinary	5,133	£0.5133
10 November 2020	VV	13,880	£1.388