

Company Number: 09107848

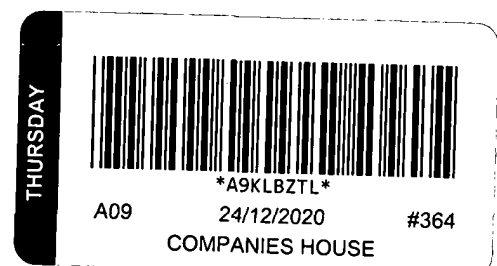
THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
TRIGENEX LTD
("Company")

Circulation Date: 16 November 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company ("**Directors**") propose that the following resolutions are passed as ordinary or special resolutions ("**Resolutions**").

Ordinary Resolutions

1. **THAT** the entry into a convertible loan agreement between the Company (1), UK FF Nominees Limited (2), Seedrs Nominees Limited and Other Lenders (as defined therein) (3) ("**FF CLA**") for the purpose of making available an unsecured convertible loan up to an amount of £500,540 to the Company ("**FF Loan**") be and is hereby approved.
2. **THAT** the terms of (including without limitation the Discount, the Interest rate, the Valuation Cap and the Headroom Amount (as defined in the FF CLA)), and the transactions contemplated by the FF CLA (including the documents required to be executed by the Company in connection with the FF CLA) be and are hereby approved and the Directors be and they are hereby authorised to take such steps as they consider necessary or desirable to give effect to the FF CLA.
3. **THAT** the Directors are generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, any shares in the Company ("**Rights**") up to an aggregate nominal amount of £21.97 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date of this resolution, save that in accordance with section 551(7) of the Act, the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or such Rights to be granted after such expiry and the Directors may allot



such shares or grant such Rights pursuant to such offer or agreement as if this authority had not expired.

Special Resolution

4. **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £21.97; and
- 4.2 expire on the date which is 5 years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

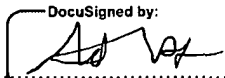
Agreement

Please read the notes attached to this document before signifying your agreement to the Resolutions.

We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed by **ADAM TRIANTIS**

Date

DocuSigned by:

69385B8BEFA1F4C3...
16.11.2020

Signed by **REYKER NOMINEES LIMITED**

Date

Signed by **KCP NOMINEES LIMITED**

Date

such shares or grant such Rights pursuant to such offer or agreement as if this authority had not expired.

Special Resolution

4. **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £21.97; and
- 4.2 expire on the date which is 5 years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Agreement

Please read the notes attached to this document before signifying your agreement to the Resolutions.

We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed by **ADAM TRIANTIS**

.....

Date

.....

Signed by **REYKER NOMINEES LIMITED**
BY MARK FORD AS JOINT SPECIAL ADMINISTRATOR
OF REYKER SECURITIES PLC, WITHOUT
Date PERSONAL LIABILITY AND UNDER
POWER OF ATTORNEY FROM REYKER
NOMINEES LTD

.....

1 DECEMBER 2020

Signed by **KCP NOMINEES LIMITED**

.....

Date

.....

such shares or grant such Rights pursuant to such offer or agreement as if this authority had not expired.

Special Resolution

4. **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £21.97; and
- 4.2 expire on the date which is 5 years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Agreement

Please read the notes attached to this document before signifying your agreement to the Resolutions.

We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed by **ADAM TRIANTIS**

.....

Date

.....

Signed by **REYKER NOMINEES LIMITED**

.....

Date

.....

Signed by **KCP NOMINEES LIMITED**

..... 

Date

2/12/2020

.....

Notes

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to Rhian Owen, Slater Heelis LLP, 83 Deansgate, Manchester, M3 2ER.
 - 1.2 **Post:** returning the signed copy by post to Rhian Owen, Slater Heelis LLP, 83 Deansgate, Manchester, M3 2ER.
 - 1.3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Rhian.Owen@slaterheelis.co.uk. Please enter "Written resolution" in the e-mail subject box.
2. If you do not agree with the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to it.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.