

Company No: 09107848

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

Passed: 19 May 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors ("**Directors**") of the Company the following resolutions were passed as ordinary or special resolutions:

ORDINARY RESOLUTION

- (1) **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 £11.624 pursuant to the conversion of the loans in accordance with the convertible loan agreement dated 14 December 2020 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 1 month 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.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- (2) **THAT**, subject to the passing of resolution 1 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 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £11.624; and

- b. expire on the date which is 1 month 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;

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

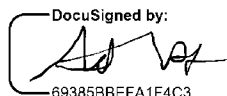
- (3) **THAT**, any pre-emption rights, whether contained in the articles of association or otherwise, be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights up to the aggregate nominal amount of £11.624 for a period of 1 month from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.
- (4) **THAT** the new articles of association ("**New Articles**") in the form attached hereto be adopted as the New Articles of association of the Company, in substitution for, and to the entire exclusion of the existing articles of association of the Company

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions hereby irrevocably agrees to such Resolutions:

Signed by **ADAM TRIANTIS**

DocuSigned by:

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Date

18 May 2022

Signed by **KCP NOMINEES LIMITED**

- b. expire on the date which is 1 month 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;

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

- (3) **THAT**, any pre-emption rights, whether contained in the articles of association or otherwise, be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights up to the aggregate nominal amount of £11.624 for a period of 1 month from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.
- (4) **THAT** the new articles of association ("**New Articles**") in the form attached hereto be adopted as the New Articles of association of the Company, in substitution for, and to the entire exclusion of the existing articles of association of the Company

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions hereby irrevocably agrees to such Resolutions:

Signed by **ADAM TRIANTIS**

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Date

.....

Signed by **KCP NOMINEES LIMITED**

DocuSigned by:
Richard Hoskins

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Date

19 May 2022

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 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to mark.warburton@slaterheelis.co.uk Please enter "Written resolution" in the e-mail subject box.
 - 1.2 **DocuSign:** by signing the document that is sent to your email address via the DocuSign platform.
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. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. 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.