

# Written Resolutions of Quin Technology Ltd

**Company Number 09206022  
(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that this resolution will for all purposes be valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

## **ORDINARY RESOLUTION**

### **1 Authority to Allot**

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") so that the total number of new shares will not exceed 12,378, provided that this authority will, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

## **SPECIAL RESOLUTIONS**

### **2 Dis-application of Preemption Rights**

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006 the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred

by the Authority to Allot above and as if the preemption rights in the Company's articles of association and section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power will:

- (a) be limited to the allotment of 12,378 new shares; and
  - (b) continue for five years from the passing 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.
- 3 THAT, the conduct of the directors of the Company in allocating 170,625 B ordinary shares of £0.0001 each in the capital of the Company to the Company's share option pool following the acquisition by the Company of the same number of ordinary shares of £0.0001 each, for the purpose of granting options pursuant to the Company's share option plan and any subsequent grant and/or exercise of such options (the "Option Allocation") without either:
- (a) complying with the pre-emption provisions set out in the Company's articles of association; or
  - (b) obtaining a waiver of the pre-emption provisions set out in the Company's articles of association from eligible members (as defined by section 289 of the Act), holding at least 75% of the issued share capital of the Company,


be and hereby is ratified pursuant to section 239 of the Act and for all other purposes whatsoever as if and to the extent that such conduct amounts to negligence, default, breach of duty, or breach of trust in relation to the Company and for the avoidance of doubt such pre-emption rights be and hereby are waived.

#### AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 26th May 2021

DocuSigned by:  
  
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for and on behalf of Alluvial Management  
Consulting, Inc.

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for and on behalf of Leichester Finance Limited, a limited  
liability company formed under the laws of the British Virgin  
Islands with registered office at Trident Chambers, Road  
Town, Tortola, British Virgin Islands

DocuSigned by:

*Meghan Christenson*

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for and on behalf of TSCIC Fund I, LP

DocuSigned by:

*Amanda Mesler*

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Amanda Mesler

Barbara Beeler-Degen

Christine Degen-Schmid

DocuSigned by:

*Christopher Bowden*

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Christopher Bowden

DocuSigned by:

*Cyndi Williams*

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Cyndi Williams

DocuSigned by:

*Daniel Goodwin*

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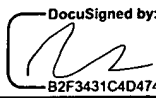
Daniel Goodwin

DocuSigned by:

*Derek O'Herlihy*

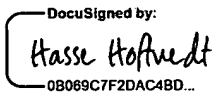
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Derek O'Herlihy

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Geraldine Wong

Hans Degen- Schmid

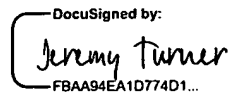
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Hasse Hoftvedt

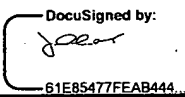
Helen Chang

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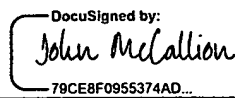
Ismene Grohmann

DocuSigned by:  
  
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Jeremy Turner

DocuSigned by:  
  
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Johanna Waterous

DocuSigned by:  
  
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John McCallion

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Marcel Beeler

DocuSigned by:  
*Margaret Sandilands*  
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Margaret Sandilands

DocuSigned by:  
*Markku Koppinen*  
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Markku Koppinen

DocuSigned by:  
*Martin Fowler*  
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Martin Fowler

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*Martin Habel*  
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Martin Habel

DocuSigned by:  
*Myles Cheetham*  
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Myles Cheetham

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Nagarjun Kandukuru

DocuSigned by:  
*Nicholas Hai*  
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Nicholas Hai

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Patricia Mándarino

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Paul Tomlinson

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Ralph Mueller

DocuSigned by:  
*Rebecca J Parsons*  
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Rebecca Parsons

DocuSigned by:  
*Rodger Hill*  
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Rodger Hill

DocuSigned by:  
*Rolf Pfeifer*  
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Rolf Pfeifer

DocuSigned by:  
*Siddharth Asokan*  
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Siddharth Asokan

DocuSigned by:  
*Simon Williams*  
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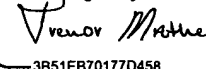
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Simon Williams

DocuSigned by:  
  
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Susan Hooper

DocuSigned by:  
  
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Trevor Mather

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Vyvyan Codd

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.....  
for and on behalf of Seedrs Nominees Limited

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for and on behalf of The Francis Crick Institute  
Limited

## NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on DocuSign.
- 3 If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 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.