

Company number 09526225

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NUVISION BIOTHERAPIES LIMITED ("**Company**")

30 March 2021 (the "**Circulation Date**")

Passed on: 1 April 2021

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

ORDINARY RESOLUTION

Authority to allot

1. THAT the directors are generally and unconditionally authorised in accordance with section 551 of the CA 2006 and in substitution to any existing authority conferred on them in accordance with section 551 of the CA 2006 to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares ("**Rights**") up to an aggregate nominal amount of £44.241 in respect of:
 - a. the allotment and issue of up to 30,770 E ordinary shares of £0.001 each in the capital of the Company: and
 - b. the grant of share options to subscribe for up to 13,471 B ordinary shares of £0.001 each in the capital of the Company and the allotment of B ordinary shares pursuant to the exercise of such share options.

for a period of five years from the date of this resolution, save that in accordance with section 551(7) of the CA 2006 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 such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Adoption of amended articles of association

2. THAT with effect from the passing of these Resolutions, the articles of association of the Company be amended in the form annexed to these Resolutions.

Disapplication of pre-emption rights

3. THAT the pre-emption rights contained in article 3.2 of the articles of association of the Company in the existing articles of association of the Company and those to be adopted pursuant to Special Resolution (2) be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights of up to an aggregate nominal amount of £30.77 within a period of five years 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 Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of **THE UNIVERSITY OF NOTTINGHAM**

DocuSigned by:
Susan Huxtable
5C6606462115450
3/31/2021

Date

.....

Signed by **ANDREW HOPKINSON**

DocuSigned by:
4109L
4439E118C6B441F...
3/30/2021

Date

.....

Signed by **HARMINDER DUA**

.....

Date

.....

Signed by **BRYAN LISTER**

.....

Date

.....

Signed by **HELEN SHAW**

DocuSigned by:
Helen Shaw
5F127BFBB71443...
3/30/2021

Date

.....

Signed for and on behalf of **MERCIA GROWTH NOMINEES 4 LIMITED**

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Date

.....

3. THAT the pre-emption rights contained in article 3.2 of the articles of association of the Company in the existing articles of association of the Company and those to be adopted pursuant to Special Resolution (2) be hereby waived and dis-applied in respect of the allotment of shares or the grant of Rights of up to an aggregate nominal amount of £30.77 within a period of five years 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 Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed for and on behalf of **THE UNIVERSITY OF NOTTINGHAM**

Date

Signed by **ANDREW HOPKINSON**

Date

Signed by **HARMINDER DUA**

Date

Signed by **BRYAN LISTER**

Date

Signed by **HELEN SHAW**

Date

Signed for and on behalf of **MERCIA GROWTH NOMINEES 4 LIMITED**

DocuSigned by:
Peter Dines
.....E85DD3B220E245A.....
Peter Dines

Date1 April 2021.....

Signed for and on behalf of **UGF
NOMINEES LIMITED**

Date

DocuSigned by:
Peter Dines
.....E85DD3B220E245A.....
Peter Dines

1 April 2021
.....

Signed for and on behalf of **MERCIA
GROWTH NOMINEES 5 LIMITED**

Date

DocuSigned by:
Peter Dines
.....E85DD3B220E245A.....
Peter Dines

1 April 2021
.....

Signed for and on behalf of **MERCIA
GROWTH NOMINEES 7 LIMITED**

Date

DocuSigned by:
Peter Dines
.....E85DD3B220E245A.....
Peter Dines

1 April 2021
.....

Signed by **KUNAL HINDUJA**

.....

Date

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Signed by **MORGAN REIDY**

.....

Date

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Signed by **RAHUL LULLA**

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Date

.....

Signed by **RAKESH JAYASWAL**

.....

Date

.....

Signed by **PAUL EDWARDS**

.....

Date

.....

Signed by **ANDREW O'DUA**

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Date

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Signed by **RAVDIP BUMRAH**

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Date

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Signed for and on behalf of **UGF**
NOMINEES LIMITED

Date

Signed for and on behalf of **MERCIA**
GROWTH NOMINEES 5 LIMITED

Date

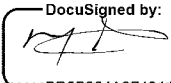
Signed for and on behalf of **MERCIA**
GROWTH NOMINEES 7 LIMITED

Date

Signed by **KUNAL HINDUJA**

Date

Signed by **MORGAN REIDY**

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Date

Signed by **RAHUL LULLA**

Date

Signed by **RAKESH JAYASWAL**

Date

Signed by **PAUL EDWARDS**

Date

Signed by **ANDREW O'DUA**

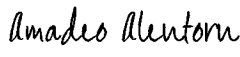
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Signed by **RAVDIP BUMRAH**

Date

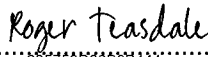
Signed by **AMADEO ALENTORN**

Date

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3/30/2021

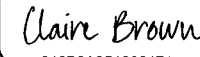
Signed by **ROGER TEASDALE**

Date

DocuSigned by:

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3/30/2021

Signed for and on behalf of **BIOCITY INVESTMENTS LIMITED**

Date

DocuSigned by:

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2021-03-31 | 05:10 PDT

Signed for and on behalf of **SHARE NOMINEES LIMITED** as nominee for **MERCIA EIS FUND Q4 2018**

Date

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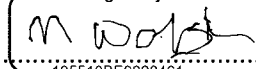
Signed for and on behalf of **MEIF PROOF OF CONCEPT & EARLY STAGE LP**

Date

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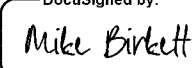
Signed for and on behalf of **NEWABLE MANAGEMENT SERVICES LIMITED**

Date

DocuSigned by:

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3/30/2021

Signed for and on behalf of **SHARE NOMINEES LIMITED** as nominee for **NEWABLE EIS SCALE UP FUND 3**

Date

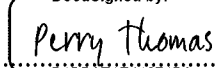
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3/30/2021

Signed by **CHRISTOPHER AUGER**

Date

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Signed by **PERRY THOMAS**

DocuSigned by:

B1B00E1E41274BA.....

Signed by **AMADEO ALENTORN**

Date

Signed by **ROGER TEASDALE**

Date

Signed for and on behalf of **BIOCITY INVESTMENTS LIMITED**

Date

Signed for and on behalf of **SHARE NOMINEES LIMITED** as nominee for **MERCIA EIS FUND Q4 2018**

DocuSigned by:
Mike Birkett

957426585B0D422...
Mike Birkett

Date 1 April 2021

Signed for and on behalf of **MEIF PROOF OF CONCEPT & EARLY STAGE LP**

DocuSigned by:
Julian Dennard

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Julian Dennard

Date 1 April 2021

Signed for and on behalf of **NEWABLE MANAGEMENT SERVICES LIMITED**

Date

Signed for and on behalf of **SHARE NOMINEES LIMITED** as nominee for **NEWABLE EIS SCALE UP FUND 3**

Date

Signed by **CHRISTOPHER AUGER**

Date

Signed by **PERRY THOMAS**

Date 3/30/2021

Signed by HITESH THAKRAR

DocuSigned by:
Hitesh Thakrar
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Date 3/30/2021

Signed by MICHAEL SMITH

Date

Signed by ALISTAIR WILLIAMS

DocuSigned by:
Alistair Williams
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Date 3/31/2021

Signed by KEITH ASHWORTH

DocuSigned by:
K. C. Ashworth
75735E2B18FE4F2...

Date 3/31/2021

Signed by DAVID RAMSBOTTOM

Date

Signed by ROD GRANDE

Date

Signed by RICHARD BEDNAREK

DocuSigned by:
R E Bednarek
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Date 3/30/2021

Signed by AIDEN BUCKLEY

DocuSigned by:
Aiden Buckley
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Date 2021-03-31 | 12:57 PDT

Signed by AMARJIT NIJAR

Date

Signed by KAREN CZEKALOWSKI

DocuSigned by:
Karen Czekalowski
2602120CAE75403...

Date 2021-03-31 | 13:34 BST

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the below methods:

- by hand: delivering a copy to Andrew Hopkinson at the Company's registered office;
- by post: returning a signed copy by post to Andrew Hopkinson at the Company's registered office;
- by email: addressed to Andrew Hopkinson at hopkinson@nu-vision.co.uk
- by returning the signed copy via an electronic signing platform such as DocuSign

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply. You can agree to all of the Resolutions or none of them, but you cannot agree to some of them only.

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 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.

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.