

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
BENEVOLENTAI LIMITED (the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed by written resolution of the members on 20th of November 2020, with resolution 1, 3 and 4 below as an ordinary resolution and resolutions 2, 5 and 6 below as special resolutions (the "**Resolutions**").

1. **THAT**, in accordance with article 40 of the Company's articles of association adopted on 16 September 2019 (the "**Articles**"), the terms of the attached agreement between the Company and Jean-Baptiste Michel ("**JBM**") for the purchase and cancellation by the Company from JBM of 665 ordinary shares of £0.10 each in the capital of the Company (the "**Buyback Shares**") that are subject to certain restrictions at par value for an aggregate cash consideration of £66.50 be approved.
2. **THAT**, in accordance with article 37.1 of the Articles, any and all rights of pre-emption of the shareholders of the Company in respect of a transfer of Shares under article 37 of the Articles be and are hereby waived in respect of the purchase by the Company of the Buyback Shares.
3. **THAT**, in accordance with article 54.1 of the Articles, the sum £8,476.30 standing to the credit of the Company's share premium account be and is hereby capitalised and appropriated as capital to the holder of A preferred shares of £0.10 each in the capital of the Company (the "**A Preferred Shares**") whose name appears in the register of members as at the close of business on 17 November 2020 and that the directors be and are hereby authorised to apply such sum in paying up in full 84,763 A Preferred Shares and to allot and issue such new shares, credited as fully paid up, to the holder of A Preferred Shares.
4. **THAT**, in accordance with article 27.1 of the Articles, the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot 177,673 A-1 preferred shares of £0.10 each in the capital of the Company, with an aggregate nominal amount of £17,767.30, provided that this authorisation shall (unless previously revoked by the Company), expire one (1) year from the date of these Resolutions.
5. **THAT**, subject to the passing of Resolution 4, the Directors be generally empowered to allot Relevant Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 3, as if the article 28.2 of the Articles and any and all pre-emption rights to which the current shareholders of the Company may be entitled howsoever arising, did not apply to, and are hereby disapplied or otherwise is waived in respect of, any such allotment.
6. **THAT** the articles in the form of the document attached be adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association, including but not limited to the Articles (the "**New Articles**").

For and on behalf of BenevolentAI Limited



Waterstone Company Secretaries Ltd (Secretary)