

Company number 10287664

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
AXIS SPINE TECHNOLOGIES LTD (the "Company")

On 17th October 2022, the following written resolutions were passed as a special resolution (for resolutions 1 and 3) and an ordinary resolution (for resolution 2) in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

1. That the articles of association (the "**New Articles**") attached to this written resolution be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

ORDINARY RESOLUTIONS

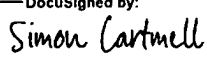
2. That subject to the passing of resolution 1:
 - a) the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") in accordance with the investment agreement relating to an investment in the Company by Biotex Medical Device Fund 1, LP, Mercia Investment Plan LP, funds managed by Mercia Fund Management Limited, Angel CoFund and all other investors listed in Schedule 1 of the investment agreement dated on or around the date of this resolution, up to a maximum total nominal amount of £550; and
 - b) this authority expires five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights.

SPECIAL RESOLUTION

3. That the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006 ("**CA 2006**")) and grant Rights, in each case as referred to in Resolution 2, as if Article 3 of the Articles and all other rights of pre-emption (including as applicable those under section 561 of the CA 2006) did not apply to any such allotment or the granting of such Rights.

CLASS CONSENT

4. That any variation, modification or abrogation to the rights attaching to the A ordinary shares of £0.01 each pursuant to resolution 1, 2 and 3 above, be approved for the purposes of section 630 of the Companies Act 2006, article 5.1 of the Articles of the Company and all other purposes.

DocuSigned by:

445C6F3B39774B5...

Director

SATURDAY



A19 22/10/2022 #305
COMPANIES HOUSE