

Company number: 10652765

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
EQUIPSME (HOLDINGS) LTD (“Company”)

Passed on: 28 January 2021

Resolutions 1 and 4 below were duly passed as ordinary resolutions and resolutions 2 and 3 below were duly passed as special resolutions, of the members of the Company by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. Authority to Allot

THAT, in accordance with section 551 of the CA 2006, the Directors 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”) up to an aggregate nominal amount of £8.333325 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the date 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.

This authority is in addition to all unexercised authorities previously granted to the Directors.

SPECIAL RESOLUTIONS

2. Disapplication of Pre-Emption Rights

THAT, subject to section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 1 (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. Adoption of New Articles of Association

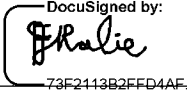
THAT, the Company adopt new articles of association as are attached in the appendix to this Resolution and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTION

4. THAT, the aggregate of 1,980,000 issued Ordinary shares of £0.00000333333 each in the capital of the Company held by i) Baronsmead Venture Trust Plc, ii) Baronsmead Second Venture Trust Plc, and iii) FIS Nominee Limited, be and hereby are re-designated as the same number of A Ordinary shares of £0.00000333333 each in the capital of the Company having the

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rights and being subject to the restrictions set out in the articles of association of the Company from time to time.

Signed:  _____
Director

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APPENDIX – ARTICLES OF ASSOCIATION