

WRITTEN RESOLUTIONS OF THE DIRECTORS OF

RDX WORKS LTD

Company Number 10864928

(the "Company")

Date: 5th June 2023

These written resolutions (the "**Resolutions**") of the directors of the Company are made pursuant to Article 23.6 of the Company's articles of association (the "**Articles**"). The directors hereby record and resolve as follows.

1. PRELIMINARY

Daniel Hughes, Piers Ridyard and Saul Klein are the directors as at the date of these Resolutions.

2. DECLARATIONS OF INTEREST

It is noted that under section 177 and section 182 of the Companies Act 2006 ("**CA 2006**") directors have a duty to declare an interest in any proposed or existing transaction or arrangement in respect of the Company.

It is further noted that the Articles provide that, subject to certain restrictions being observed and/or approvals being obtained, a director is entitled to vote and be counted in the quorum on a matter in which the director is interested and that none of the directors present were otherwise prevented from doing so. The Chair further noted that the restrictions in the Articles were being observed and/or the approvals required by the Articles had been obtained and, taking this into account, there was a quorum present for each matter to be considered in these Resolutions.

3. BUSINESS OF THE MEETING

It is noted that the business of the meeting is to:

- 3.1. Record the resignation of Saul Klein as a director of the Company, effective from the close of business on the date of these Resolutions, pursuant to a letter of resignation, which has been reviewed by the directors; and
- 3.2. Appoint Ellen Jayne Gormley, having consented to act, as a director of the Company, effective from the close of business on the date of these Resolutions (the "**Appointment**").

4. RESOLUTIONS

- 4.1. It is noted that under Article 22.6 of the Articles, the board acting by a majority shall have the right, subject to certain conditions, to appoint directors of the Company.
- 4.2. It is further noted that, pursuant to a Share Sale and Purchase Agreement and Side Letter dated 1 April 2023 RDX Holdings now owns 100% of RDX Works, the Lead Investor (as defined in the Articles) no longer holds at least 2.5% of the issued share capital of the Company and therefore no longer has the right to nominate/appoint directors or board observers under Article 22.3 of the Articles.
- 4.3. It is further noted that under section 172 of the CA 2006, each director must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section.
- 4.4. Having carefully considered the relevant provisions in the Articles and their obligations pursuant to section 172 of the CA 2006, IT IS RESOLVED:
- 4.4.1. that the Appointment would promote the success of the Company for the benefit of its members as a whole;
- 4.4.2. the Appointment be and is hereby approved;
- 4.4.3. form TM01 be filed at Companies House within 14 days to record the resignation of Saul Klein;
- 4.4.4. form AP01 be filed at Companies House within 14 days to record the Appointment; and
- 4.4.5. that any director be authorised to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House.

These Resolutions have been signed and are dated on the date first written above.

Daniel Hughes

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Daniel Hughes

Piers Ridyard

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Piers Ridyard

Saul Klein

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Saul Klein