

Company number : 10928834

**WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 PART 13 OF THE COMPANIES ACT 2006**

OF

Sero Technologies Limited ("Company")

Circulated and Passed on: 23 March 2023

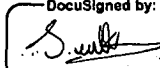
We, being all the members of the Company who at the date of these resolutions would be entitled to attend and vote at any general meeting of the Company hereby pass the resolutions below as special resolutions as if the same had been passed at a general meeting of the Company duly convened and held ("the Resolutions").

1. THAT in substitution for any existing such authority, the directors be and hereby unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to allot equity securities (as defined in section 560 of the 2006 Act) in the Company up to a nominal maximum amount (inclusive of any shares issued at the date hereof) of £41,829 comprising 2,859,186 preferred A1 ordinary shares of £0.01 each ("Series A1 Shares") and 1,323,714 preferred A2 ordinary shares of £0.01 each ("Series A2 Shares") provided that such power (unless previously renewed, revoked or varied) shall expire 5 years from the date hereof.
2. THAT, in accordance with section 570 of the 2006 Act the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act and any pre-emption rights contained in the articles of association of the Company did not apply to any such allotment up to a nominal maximum amount (inclusive of any shares issued at the date hereof) of £41,829 comprising 2,859,186 Series A1 Shares and 1,323,714 Series A2 Shares provided that such power (unless previously renewed, revoked or varied) shall expire 5 years from the date hereof.
3. THAT the articles of association annexed hereto be adopted with immediate effect in substitution for the existing articles of association

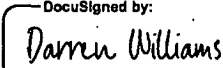
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned being the only persons entitled to vote on the Resolutions hereby irrevocably agree to the same.

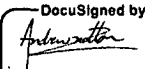
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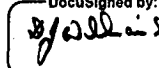
James Williams

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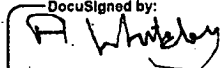
Darren Williams

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Andrew Sutton

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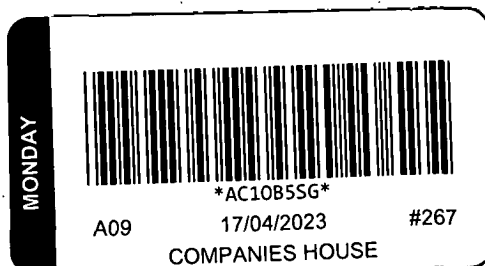
David Williams

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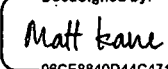
Alan Whiteley

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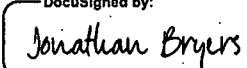
James McCardell



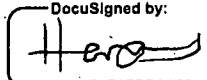
Execution Version

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Matt Kane

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Jonathan Bryers

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Holly Evans

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Name:

Duly authorised for and on behalf of The Carlyle Trust Limited

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Name:

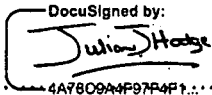
Duly authorised for and on behalf of Legal & General Capital Investments Limited

Dated 23 March 2023

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Matt Kane

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Holly Evans

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Name: Jonathan Hodge

Duly authorised for and on behalf of The Carlyle Trust Limited

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Name:

Duly authorised for and on behalf of Legal & General Capital Investments Limited

Dated 23 March 2023

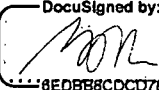
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Matt Kane

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Holly Evans

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Jonathan Bryers

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Name:

Duly authorised for and on behalf of The Carlyle Trust Limited

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Name: Gareth Mee

Duly authorised for and on behalf of Legal & General Capital Investments Limited

Dated 23 March 2023

NOTES

- a. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:

- By Hand:  
Delivering the signed copy to James Williams.
- Post:  
Returning the signed copy by post to James Williams at Sero Technologies Limited, Westgate House, Womanby Street, Cardiff, CF10 1BR .
- Email:  
By attaching a scanned copy of the signed document to an email and sending it to james@sero life. Please enter "Written resolution" in the email subject box.

You may not return the Resolution to the Company by any other method. By returning the document as set out above you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

- b. 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.
- c. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- d. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- e. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the joint holders appear in the register of members.
- f. 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.