

Company number: 10934812

PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
**POSITRON TECHNOLOGIES LTD (the "Company")**

Circulation date: 18TH MAY 2020  
Date passed: 18TH MAY 2020

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolutions below numbered 1 to 4 be passed as ordinary resolutions and that the resolutions below numbered 5 and 6 be passed as special resolutions.

**ORDINARY RESOLUTION**

1. THAT in accordance with and for the purposes of section 551 of the 2006 Act, the director(s) 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 £55.685 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this resolution.

This authority is in substitution for all previous authorities to the extent unused conferred on the directors in accordance with section 551 of the 2006 Act.

2. THAT the Company create a new class of share in the capital of the Company known as Series A Shares with the rights and obligations as set out in the draft articles of association attached hereto as Exhibit 1 (the "New Articles").
3. THAT in accordance with and for the purposes of section 188 of the 2006 Act, the Company enter into the director's service agreements (the "DSAs") relating to Mart Abramov, Daniel Karger and Kaupo Korv.
4. THAT Nicholas Sando be appointed as the Octopus Investor Director from the date this resolution is passed.

**SPECIAL RESOLUTION**

5. THAT the pre-emption rights in Article 10.2 of the Existing Articles and section 561 of the 2006 Act be disapplied in relation to any allotment of shares pursuant to the authority granted in Resolution 1.
6. THAT the Existing Articles be replaced with the New Articles attached hereto as Exhibit 1.

**AGREEMENT**

The undersigned, the only persons entitled to vote on the above resolutions on the date stated above, hereby irrevocably agree to the resolutions:

Signed by **MART ABRAMOV**

DocuSigned by:  
*Mart Abramov*  
02D9B9A12D9B4E1.....

Signed by **DANIEL KARGER**

DocuSigned by:  
*Daniel Karger*  
E1AE93653C084EB.....

Signed by **KAUPO KORV**

DocuSigned by:  
*Kaupo Korv*  
7250B1305574AC.....

Signed by **PETER KIRBY**

DocuSigned by:  
*Peter J Kirby*  
C486CF73C7B34B5.....

Signed by **CHARLES SONGHURST**

DocuSigned by:  
*Charles Songhurst*  
19CE35A8BE3FA2C.....

Signed by **CHARLES DELINGPOLE**

DocuSigned by:  
*CDP*  
3FDE43D52FE845C.....

Signed by **MICHELE AZZOLA**

DocuSigned by:  
*ML*  
75BFAA248E6F42B.....

Signed by **TASSOS ANASTASIOU**

DocuSigned by:  
*Tassos Anastasiou*  
2D36B8132872407.....

Signed by **CHERRY CHAN**

DocuSigned by:  
*Cherry Chan*  
E5806F4210E049.....

Signed by **TSCIC FUND I, LP**

DocuSigned by:  
*TSCIC Fund I, LP*  
C12A88E43CAD3C7.....

Signed by **PICUS CAPITAL GMBH**

DocuSigned by:  
*Robin Godenratte*  
0B3873E559F042D.....

Signed by **SPEEDINVEST II EUVECA GMBH & CO KG**

DocuSigned by:  
*Michael Schuster*  
90B5710BAE3943D.....

Signed by FINCH CAPITAL FUND II COOPERATIEF U.A

DocuSigned by:  
.....C4F7DASB6EE84CB.....

Signed by JUDE GOMILA

DocuSigned by:  
Jude Gomila  
.....E26711E70CF640E.....

Signed by SEEDCAMP IV LP

DocuSigned by:  
Thomas Wilson  
.....A9F3B2945B7F4BF.....

## NOTES

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

- **By hand:** delivering the signed copy to Buckworths, 26 Curtain Road, London, EC2A 3NY.
- **Post:** returning the signed copy by post to Buckworths, 26 Curtain Road, London, EC2A 3NY.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [mbuckworth@buckworths.com](mailto:mbuckworth@buckworths.com). Please enter "Written resolutions" in the e-mail subject box. Please also send original by post to Buckworths, 26 Curtain Road, London, EC2A 3NY. You may not indicate your agreement to the resolutions by any other method.

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. 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 names of the joint holders appear in the register of members.

4. 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.

5. Unless by 28 days from the date of circulation 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 or during this date.