

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**EPISTEM LIMITED**

(the Company)

Company Number 11031998

Circulation Date: 28 October 2020

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that resolution 1 below is passed as an ordinary resolution and resolutions 2 and 3 below are passed as special resolutions of the Company:

**ORDINARY RESOLUTION**

1. **THAT** subject to the passing of resolution 2 below, in accordance with section 551 of the Act, the directors of the Company 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 up to an aggregate nominal amount of £6.66 in respect of 666 D ordinary shares of £0.01 each in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from 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.

**SPECIAL RESOLUTIONS**

2. **THAT** subject to the passing of resolution 1 above and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Act (or any provision of the articles of association of the Company containing rights of pre-emption on allotment) did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £6.66 and shall expire on the date falling five years from the date of this resolution (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. **THAT** subject to the passing of resolutions 1 and 2 above, the regulations contained in the printed document attached to this resolution be approved and adopted as the articles of association of the Company in substitution for and to the complete exclusion of the existing articles of association of the Company.

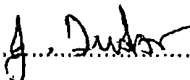
Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions:



Date: 28 October 2020

Catherine Booth

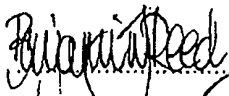


Date: 28 October 2020

Julie Tudor

Date: 2020

Nicholas Ash



Date: 28 October 2020

Benjamin Reed

Date: 2020

Foresight Regional Investment LP

acting by its general partner

Foresight Regional Investment General Partner LLP

acting by a member, Foresight Company 1 Limited

acting by a director

Date: 2020

Director

for and on behalf of

Bamburgh Capital Limited

..... Date: 2020  
**Catherine Booth**

..... Date: 2020  
**Julie Tudor**

..... Date: 28 October 2020  
**Nicholas Ash**

..... Date: 2020  
**Benjamin Reed**

..... Date: 2020  
**Foresight Regional Investment LP**  
acting by its general partner  
**Foresight Regional Investment General Partner LLP**  
acting by a member, **Foresight Company 1 Limited**  
acting by a director

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**Julie Tudor**

..... Date: 2020  
**Nicholas Ash**

..... Date: 2020  
**Benjamin Reed**

*D. M. Hughes*  
..... Date: 28 October 2020  
**Foresight Regional Investment LP**  
acting by its general partner  
**Foresight Regional Investment General Partner LLP**  
acting by a member, Foresight Company 1 Limited  
acting by a director

..... Date: 2020  
**Director**  
for and on behalf of  
**Bamburgh Capital Limited**

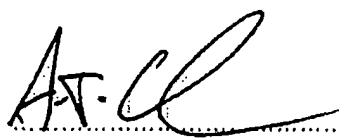
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Foresight Regional Investment General Partner LLP  
acting by a member, Foresight Company 1 Limited  
acting by a director

 ..... Date: 28 October 2020  
Director  
for and on behalf of  
Bamburgh Capital Limited

**NOTES:**

1. If you agree to the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to a director of the Company at the registered office address .
  - **Post:** returning the signed copy by post to a director of the Company at the registered office address
  - **By Email:** delivering the signed copy by email to [ryan.tweedale@knightsplc.com](mailto:ryan.tweedale@knightsplc.com)
2. 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.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement within 28 days of the Circulation Date. If you agree to the resolutions please ensure that your agreement reaches us before that date.