

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL AND ORDINARY RESOLUTIONS**

**of**

**ARKSEN LIMITED (the Company)**

Passed on: 21 September 2022

The following resolutions were duly passed special and ordinary resolutions (as applicable) by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**Resolution 1**

**SPECIAL RESOLUTION**

**Waiver of pre-emption rights**

That the pre-emption rights conferred by section 561(1) of the Companies Act 2006 and the Articles of the Company, the New Articles (once adopted) and the Shareholders Agreement governing the contractual relationship between the Shareholders of the Company dated 2<sup>nd</sup> April 2019, be dis-applied in respect of the allotment of Shares authorised by Resolution 3 and Resolution 4.

**Resolution 2**

**SPECIAL RESOLUTION**

**Adoption of new Articles of Association**

That, the articles of association contained in the form attached to this Resolution (the **New Articles**) be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the Company's existing articles of association.

**Resolution 3**

**ORDINARY RESOLUTION**

**Establishment of Growth Share Plan**

THAT subject to the passing of Resolution 2, the **ARKSEN Growth Share Plan (Growth Share Plan)**, be approved, and the directors be authorised to do all acts and things necessary to establish the

Growth Share Plan and to allocate up to 30,000 B Ordinary Shares of £0.001 each (the **Growth Shares**) to consultants, advisors and directors of the Company as determined by the Board from time to time to further the progress and development of the Company and the retention, reward and motivation of such personnel.

#### **Resolution 4**

#### **ORDINARY RESOLUTION**

#### **Authority to allot**

That the directors are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 (and in addition to any existing power to allot or grant relevant securities) to exercise all the powers of the Company to allot up to 50,000 new Ordinary Shares of £0.001 each, at a subscription price of £100.00 per Ordinary Share, (such Ordinary Shares to rank equally in all respects with the existing issued shares) together with such other number of additional Ordinary Shares on such terms as may be required to be issued by the Company pursuant to the terms of its First Warrant Instrument and its Second Warrant Instrument in the event that the warrants granted therein are exercised (**the Authorised Shares**) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the fifth anniversary of 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 and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Signed: \_\_\_\_\_ 

**RUPERT ROHAN - Director**