

**Company number: 11200977**

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

**of**

**CIRCA5000 LTD**  
**("Company")**

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") as ordinary and special resolutions, as indicated below, on 14 October 2022:

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot, grant options to subscribe for, or to convert any security into shares in the capital of the Company pursuant to the terms of a convertible loan stock instrument to be entered into by the Company on or around the date of these Resolution ("**Loan Stock Instrument**") and the terms of an advance subscription agreement to be entered into by the company on or around the date of these Resolution (the "**ASA**"), up to the lower of (i) a maximum aggregate nominal value of £237; and (ii) the amount required to enable the Company to satisfy the full conversion obligations contained in the Loan Stock Instrument and the ASA, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolution save that the Company may, before such expiry, variation or revocation of these Resolution, make an offer or agreement which would or might require shares to be allotted or rights to be granted, and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by these Resolution has expired. The authority granted pursuant to these Resolution shall be in addition to all subsisting authorities.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of Resolution 1, and in accordance with section 570 of the Act, the directors of the Company be and generally authorised to allot equity securities (as defined in section 560 of CA 2006), pursuant to the authority conferred by Resolution 1, as if all and any rights of pre-emption over such equity securities, including section 561(1) of CA 2006 and the articles of association of the Company from time to time, did not apply to any such allotment, provided that this power shall expire on the date that is five years after the passing 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 of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

DocuSigned by:

*Matt Latham*

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**Director**