

PRIVATE COMPANY LIMITED BY SHARES
SHAREHOLDER RESOLUTIONS
of
BREEDR LIMITED
(the "**Company**")

PRINT OF THE WRITTEN RESOLUTIONS

On 21 December 2021, the Company's shareholders duly passed Resolution 1 as an ordinary resolution and Resolutions 2 - 5 (inclusive) as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the sole director of the Company is hereby generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,067,384, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require the shares to be allotted and the sole director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all previous authorities conferred on the director in accordance with section 551 of the Act or otherwise.


SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 above, in accordance with section 570 of the Act, the sole director be generally empowered to allot such shares pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment and as if the pre-emption provisions contained in the existing articles of association of the Company did not apply to such allotment.
3. **THAT** with effect from the date of these Resolutions each of the ordinary shares of £0.01 each in the capital of the Company (the "**Existing Ordinary Shares**") which are registered as fully paid be sub-divided into ordinary shares of £0.001 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as each of the Existing Ordinary Shares.
4. **THAT** with effect from the date of these Resolutions the 122,690 ordinary shares of £0.001 each in the capital of the Company held by Forward Partners II L.P., LocalGlobe Opportunity, L.P., and Mons Investments, LLC be redesignated into 122,690 seed 2 preferred shares of £0.001 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions as each of the existing seed 2 preferred shares of £0.001 each in the capital of the Company.

Company Number: 11227200

5. **THAT** the new articles of association in the form attached to these Resolutions be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

Signed:

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Director
Breedr Limited