

Company Number: 11402253

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MINERVA RESEARCH LIMITED
(the "Company")

Passed on 9 February 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an ordinary resolution and special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. AMENDING ARTICLES OF ASSOCIATION

THAT the articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 3 below and in accordance with section 570 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if all and any right of pre-emption over such equity securities, including section 561(1) of the Act and the articles of association of the Company, did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of ordinary shares of £0.01 each in the Company ("**Ordinary Shares**") of up to an aggregate nominal value of £766.64; and
- (b) the allotment of B ordinary shares of £0.01 each in the Company ("**B Ordinary Shares**") of up to an aggregate nominal value of £1,533.28.

ORDINARY RESOLUTION

85383028-1



3. AUTHORITY TO ALLOT

THAT, subject to the passing of resolution 1 above, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot:

- (a) Ordinary Shares up to an aggregate nominal amount of £766.64; and
- (b) B Ordinary Shares up to an aggregate nominal amount of £1,533.28,

in each case having the rights and subject to the restrictions set out in the articles of association of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company in a general meeting or by resolution, expire 12 months from the passing of this resolution, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is an addition to all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

Signed
Director
Minerva Research Limited

14 June 2023