

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

DIRECTOR'S PRINT OF WRITTEN RESOLUTIONS

of

PERENNA GROUP LIMITED ("Company")

On 9 August 2022 in accordance with Chapter 2 of Part 13 of the Companies Act 2006, resolution 1 below was passed as an ordinary resolution and resolutions 2 and 3 below were passed as special resolutions.

ORDINARY RESOLUTION

1. **THAT** the term in the agreement proposed to be entered into between each of the Company and Perenna FFL PLC (the "**Bank**"), and Eric Barnett, a director of the Company and the Bank ("**EB**"), providing that EB's employment may be continued for a period of more than two years be approved.

SPECIAL RESOLUTIONS

2. **THAT** the articles of association appended to this Resolution (the "**New Articles**") be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of, the Company's existing articles of association.
3. **THAT** Article 10.2 and 10.3 of the New Articles will not apply to the issue of or allotment of shares in the Company or the grant of rights to subscribe for or convert any security into shares in the Company in connection with:
 - a. One or more subscriptions by Silverstripe Perenna LLC prior to 31 August 2022, of up to an aggregate of 1,079,365 ordinary shares of £0.001 each in the Company, at a subscription price of £15.75 per share;
 - b. The issue of an option to subscribe for up to 507,937 ordinary shares of £0.001 each in the Company, at a subscription price of £15.75 per share and the issue of up to 507,937 ordinary shares of £0.001 each in the Company upon exercise of such option (on one or more occasions) prior to a Series B Fundraising by the Company (as defined in the investment agreement relating to the Company from time to time); and
 - c. the issue of warrants (each, a "**Warrant**") pursuant to the terms of 3 warrant instruments entered into, or to be entered into, by the Company dated on or around the date of these Resolutions, in favour of Silverstripe Perenna LLC and/or its permitted transferees and the issue of ordinary shares of £0.001 each in the Company upon exercise of such Warrants,

provided that unless renewed, varied or revoked by the Company, this authority shall expire on the date that is five years from the date this resolution is passed 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 of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Signed:

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Director