
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF
Q5D TECHNOLOGIES LIMITED
(company number: 11556045)
(the **Company**)

Passed on: 20 February 2024

The following resolution was duly passed, by way of written resolution of the members of the Company, pursuant to Section 288 of the Companies Act 2006 (the **2006 Act**).

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

1.1 THAT, in accordance with section 551 of the 2006 Act, the Directors of the Company be generally and unconditionally authorised to grant rights to subscribe for or convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £3,233,635.84 provided that:

1.1.1 this authority shall only be used for: (i) the issuance of Rights pursuant to the terms of an unsecured convertible loan note instrument and certain convertible loan note agreements (each as approved by the Directors) and (ii) the issuance of Rights pursuant to the terms of certain advanced subscription agreements (each as approved by the Directors); and

1.1.2 this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date of passing this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

1.2 This authority is in addition to any subsisting authorities.

Stephen Bennington
Stephen Bennington (Mar 13, 2024 16:08 GMT)

STEPHEN BENNINGTON
CHAIPERSON