

Company Number: 11779303

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**-of-**  
**CLEAR NEUROSCIENCE LTD**  
**(the "Company")**

Date: 15 December 2020 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

That, the directors of the Company having made a solvency statement in accordance with section 643 of the 2006 Act on 15 December 2020 (in the form attached in the Appendix to this Resolution) (the "**Solvency Statement**"), the amount of £396,000.00 standing to the credit of the share premium account of the Company be and hereby is cancelled and the amount of the share premium account so cancelled be and hereby is carried to the distributable reserves of the Company.

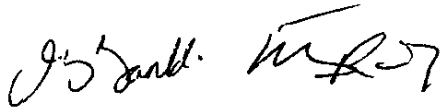


## **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

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Jill Marie Franklin/Frances Anne Elizabeth Richard

Signed by an authorised signatory for and on behalf of **Morningside  
Venture Investments Limited**

Date: December 15, 2020

Company number: 11779303

**CLEAR NEUROSCIENCE LTD**

**SOLVENCY STATEMENT - MADE UNDER SECTION 643 COMPANIES ACT 2006**

Dated: 15 December 2020

We, the undersigned (being all of the directors of the above mentioned company (the "Company") as at the date of this statement) confirm for the purposes of section 642 Companies Act 2006, that we have formed the opinion that:

1. as regards the Company's situation at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts;
2. it is not intended, as at the date of this statement, to commence the winding up of the Company within 12 months of the date of this statement; and
3. the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

In forming these opinions we have taken into account all of the Company's liabilities (including any contingent or prospective liabilities).

This statement may be executed in several counterparts (whether original or facsimile counterparts) and upon due execution of all such counterparts by one or more parties, each counterpart shall be deemed to be an original hereof. The exchange of a fully executed version of this statement (in counterparts or otherwise) by electronic transmission in PDF format or by facsimile shall be sufficient to bind the parties to the terms and conditions of this statement and no exchange of originals is necessary.

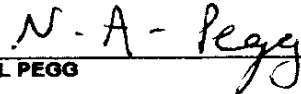
This statement and any dispute or claim arising out of or in connection with its subject matter or formation (including non-contractual claims) shall be governed by and construed in accordance with English law and the English courts shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this statement, its substance or formation.

Signed:



WILLIAM WEST

Signed:



NEIL PEGG

## NOTES

1. If you wish to vote in favour of the Resolution, please sign and date this document and return it to the Company's solicitors using one of the following methods:
  - a) **by hand:** delivering the signed copy to Velyana Borisova at Withers LLP, 20 Old Bailey, London EC4M 7AN;
  - b) **by post:** delivering the signed copy to Velyana Borisova at Withers LLP, 20 Old Bailey, London EC4M 7AN; or
  - c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Velyana Borisova at [velyana.borisova@withersworldwide.com](mailto:velyana.borisova@withersworldwide.com). Please enter "Clear Neuroscience Ltd Members' Written Resolutions" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from you for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.