

Company number: 11786277

WRITTEN RESOLUTIONS  
of  
Brainnwave Group Limited. (**Company**)

25<sup>th</sup> September 2021 (the “**Circulation Date**”)

We, the undersigned, being all of the members of the Company who on the Circulation Date are entitled to attend and vote at general meetings of the Company, hereby resolve upon the following special resolutions at resolutions (together, the “**Resolutions**”). Pursuant to chapter 2 of part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose, and it is agreed that the Resolutions shall be as valid and effective as if they had been passed as special resolutions, at a general meeting of the Company duly convened and held.

1. RESOLVED that the regulations attached with this resolution be and are hereby adopted as the new articles of association of the Company (**New Articles**) and that in particular, a new class of A Preferred Shares of £1.00 each in the capital of the Company with the benefit of the rights and subject to the restrictions set out in the New Articles (**A Preferred Shares**) be and are hereby created.
2. RESOLVED THAT, subject to the passing of resolution 2, in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot and issue:
  - (i) A Preferred Shares in two tranches up to an aggregate nominal amount of £330,790;
  - (ii) A Ordinary Shares of £0.01 each in the capital of the Company as a result of the exercise of warrants to subscribe for A Ordinary Shares with the benefit of the rights and subject to the restrictions set out in the articles of association of the Company up to an aggregate nominal amount of £2,486.43; and
  - (iii) A Ordinary Shares of £0.01 each in the capital of the Company as a result of the exercise of options to subscribe for A Ordinary Shares with the benefit of the rights and subject to the restrictions set out in the articles of association of the Company up to an aggregate nominal amount of £224.79,

provided that this authority shall expire no later than 60 months from the date that this resolution is passed.

3. RESOLVED THAT, subject to the passing of resolution 2 above, the directors of the Company be given the general power to allot ordinary Shares as if section 561(1) of the CA 2006 and any other pre-emption rights (whether under the New Articles or otherwise) did not apply to any such allotment provided that this power shall be limited to the allotment of:
  - (i) A Preferred Shares up to the aggregate nominal amount of £330,790; and
  - (ii) A Ordinary Shares up to an aggregate nominal amount of £2,711.22,

provided that this authority shall expire no later than 60 months from the date that this resolution is passed.

## AGREEMENT

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

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

Steve Coates	<u>Steve Coates</u> steve coates (Sep 25, 2021 13:51 GMT+1)
Graham Jones	<u>Graham Jones</u> Graham Jones (Sep 25, 2021 16:19 GMT+1)
Somerston Ventures Limited	<u>Steven Stegenwalner</u> Steven Stegenwalner (Sep 26, 2021 12:36 GMT+1)
Albion Resources Limited	<u>Mark Nisbet</u> Mark Nisbet (Sep 25, 2021 13:22 GMT+1)
Hansard Trust Company Limited as trustees of the Moose Pasture Trust	<u>Steve Coates</u> Steve Coates (Sep 28, 2021 11:22 GMT+1)
Grapevine Capital Partners Limited	<u>Gordon Fitzjohn</u> Gordon Fitzjohn (Sep 26, 2021 10:01 GMT+1)
Andrew Jarrett	<u>Andrew Jarrett</u> Andrew Jarrett (Sep 25, 2021 13:28 GMT+1)
Nigel Peters	<u>Nigel Peters</u> Nigel Peters (Sep 27, 2021 12:08 GMT+1)
Montee Limited	<u>Carl Corbel</u> Carl Corbel (Sep 25, 2021 17:58 GMT+1)
Calyroma Limited	<u>mark lamy</u> mark lamy (Sep 25, 2021 18:42 GMT+1)
Michael Gray	
Rekha Babber	
Old College Capital LP	
Damian Tuite	
Paul Atkinson	
Dag Lee	
Paul Chowdhry	
Ian Marchant	
Martin Eckersall	
Stankelbone AS	
Ennead Limited	
H2P Limited	
Grapevine Capital Partners Limited	
Richard Lewis	

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Graham Jones	
Somerston Ventures Limited	
Albion Resources Limited	
Grapevine Capital Partners Limited	
Andrew Jarrett	
Nigel Peters	
Montee Limited	
Calyroma Limited	
Michael Gray	<u>Michael Gray</u> Michael Gray (Sep 27, 2021 09:58 GMT+1)
Rekha Babber	<u>Rekha Babber</u> Rekha Babber (Sep 27, 2021 12:46 GMT+1)
Old College Capital LP	<u>Old College Capital LP</u>
Damian Tuite	<u>D Tuite</u> D Tuite (Sep 27, 2021 20:21 GMT+1)
Paul Atkinson	<u>Paul Atkinson</u> Paul Atkinson (Sep 27, 2021 12:00 GMT+3)
Dag Lee	<u>Dag Lee</u> Dag Lee (Sep 27, 2021 12:28 GMT+3)
Paul Chowdhry	<u>Paul Chowdhry</u> Paul Chowdhry (Sep 27, 2021 10:52 GMT+1)
Ian Marchant	<u>Ian Marchant</u> Ian Marchant (Sep 27, 2021 09:57 GMT+1)
Martin Eckersall	<u>Martin Eckersall</u> Martin Eckersall (Sep 27, 2021 16:58 GMT+1)
Stankelbone AS	<u>Andrew T. Aasheim</u>
Ennead Limited	
H2P Limited	
Hansard Trust Company Limited as trustees of the Moose Pasture Trust	
Richard Lewis	

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Andrew Jarrett	
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Montee Limited	
Calyroma Limited	
Michael Gray	
Rekha Babber	
Old College Capital LP	
Damian Tuite	
Paul Atkinson	
Dag Lee	
Paul Chowdhry	
Ian Marchant	
Martin Eckersall	
Stankelbone AS	
Ennead Limited	<u>Carl Corbel</u> Carl Corbel (Sep 27, 2021 15:37 GMT+1)
H2P Limited	<u>Julian Smith</u> Julian Smith (Sep 27, 2021 15:43 GMT+1)
Hansard Trust Company Limited as trustees of the Moose Pasture Trust	<u>Alan Northmore</u> Alan Northmore (Sep 27, 2021 15:52 GMT+1) <u>David Lloyd</u> David Lloyd (Sep 27, 2021 15:52 GMT+1)
Richard Lewis	<u>Richard Lewis</u> Richard Lewis (Sep 27, 2021 18:12 GMT+1)

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by email, hand or by post to the registered office of the Company.

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless by 8 October 2021 sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

DATE: 25<sup>th</sup> September 2021