

Company number: 11797601

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
LANTERNE LTD
(the "Company")

The following resolutions were duly passed in writing by members of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), as ordinary and special resolutions (as indicated) on ...10 November..... 2022.

SPECIAL RESOLUTION

1. THAT, the articles of association of the Company attached hereto, be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTION

2. THAT:
 - a. 197 ordinary shares of £0.01 each in the capital of the Company registered in the name of Wian Stipp be redesignated as 197 ordinary B shares of £0.01 each in the capital of the Company; and
 - b. 303 ordinary shares of £0.01 each in the capital of the Company registered in the name of Wian Stipp be redesignated as 303 deferred shares of £0.01 each in the capital of the Company,

such shares having the rights and being subject to the restrictions attached to them as set out in the New Articles.

ORDINARY RESOLUTION

3. THAT, subject to the passing of Resolution 1 and Resolution 2, in accordance with section 618 of the Act, the Company's entire issued share capital of 7,365 ordinary shares, 197 ordinary B shares, and 2,694 deferred shares of £0.01 each be sub-divided into 736,500 ordinary shares, 19,700 ordinary B shares, and 269,400 deferred shares of £0.0001 each, such shares having the rights and being subject to the restrictions attached to them as set out in the New Articles.

ORDINARY RESOLUTION

4. THAT, subject to the passing of Resolution 1 and Resolution 3, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the capital of the Company or to

grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"), up to a maximum aggregate amount of:

- a. 372,829 ordinary A shares of £0.0001 each in the capital of the Company;
- b. 268,706 ordinary B shares of £0.0001 each in the capital of the Company; and
- c. 15,699 ordinary shares of £0.0001 each in the capital of the Company,

provided that:

- d. the authority granted under this resolution shall expire five years after the passing of this Resolution; and
- e. the Company may, before such expiry under paragraph d above of this Resolution, make an offer or agreement which would require shares to be allotted or Rights to be granted after such expiry and the directors may allot such shares or grant such Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

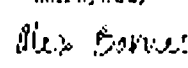
This authority is in substitution of all subsisting authorities.

SPECIAL RESOLUTION

5. THAT, all and any rights of pre-emption arising under the articles of association of the Company, the Act or otherwise, be and hereby are disapplied and waived in respect of the issue and allotment of shares and any Rights in the capital of the Company as set out in and pursuant to Resolution 4.

Alex Barnes

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Executed by

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Director

For and on behalf of **Lanterne Ltd**