

Company Number: 11868250

PRIVATE COMPANY LIMITED BY SHARES

TALRUS LIMITED (THE COMPANY)

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Circulated on 22nd August 2022 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolutions are passed as Ordinary and Special Resolutions (as indicated) (the **Resolutions**).

ORDINARY RESOLUTION

- (1) **THAT**, subject to the passing of Resolution (2) below and in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £0.60 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of 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.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- (2) **THAT**, subject to the passing of Resolutions (1) above and (3) below, in accordance with section 569 of the Act, the directors be generally empowered to allot and issue shares in the Company or grant Rights pursuant to the authority conferred by Resolution (1) above as if section 561(1) of the Act and article 6.5 of the New Articles (as defined in Resolution (3)) did not apply to any such allotment and issue or grant.

- (3) **THAT** the draft articles of association in the form circulated with this Resolution (**New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date stated above, agrees to the Resolutions.

Signed for and on behalf of
Rcapital Nominees Limited

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sign here:

DocuSigned by:

Chris Campbell

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date:

22nd August 2022

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to 4th Floor 24 Old Bond Street, Mayfair, London, United Kingdom, W1S 4AW.
 - **Post:** returning the signed copy by post to 4th Floor 24 Old Bond Street, Mayfair, London, United Kingdom, W1S 4AW.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to emma.bryant@penningtonslaw.com.

If you do not agree to all 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 the Company has received sufficient agreement for the Resolutions to pass within 28 days beginning with the date the Resolutions were first circulated to shareholders, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company within this period.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.