

Company Number 12091658

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

- of -

**NOVATIQ LIMITED**

(Company)

Circulated on: 28 May

2021 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the Resolution 1 be passed as an ordinary resolution and Resolution 2 and Resolution 3 below be passed as special resolutions (together the **Resolutions**) as follows:

**Resolution 1 - Ordinary Resolution**

**1. Allotment of shares**

That, in accordance with section 551 of the Act, the directors of the Company (the **Directors**) be generally and unconditionally authorised to exercise all or any powers of the Company to allot 19,532,318 Ordinary Shares of £0.01 each in the capital of the Company and 156,422,174 Series A Shares of £0.01 each in the capital of the Company (each as defined in the New Articles of Association (as defined below)), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this resolution was passed, save that the Company may, before such expiry, make an offer or agreement which would or might require such shares to be allotted and the Directors may allot shares 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 already made or offered or agreed to be made pursuant to such authorities, and to the authority set out in Article 13.1(a) of the New Articles of Association (subject to their adoption under Resolution 2 below).

WEDNESDAY



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09/06/2021

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COMPANIES HOUSE

4162-0658-2305.1

## Resolutions 2 and 3 - Special Resolutions

### 2. Adoption of new articles of association

That the articles of association appended to this resolution be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (**New Articles of Association**).

### 3. Disapplication of pre-emption rights

That subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act and Articles 9.4 to 9.8 of the existing articles of association of the Company did not apply to any such allotment, provided that:

- a) this power shall be limited to the allotment of 19,532,318 Ordinary Shares of £0.01 each in the capital of the Company and 156,422,174 Series A Shares of £0.01 each in the capital of the Company; and
- b) shall, unless renewed, varied or revoked by the Company, expire on the date 5 years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

DocuSigned by:

*John CURRY*

2942966D1915466...

Signed by **JOHN CURRY**

on May-28 2021

DocuSigned by:

*Tracey CURRY*

7ADF287D1F804AC...

Signed by **TRACEY CURRY**

on 28th May 2021

DocuSigned by:

*Jonathan CURRY*

7814CCA70C2C406...

Signed by **JONATHAN CURRY**

on 29th May 2021

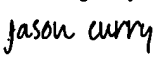

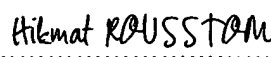
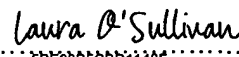
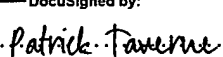
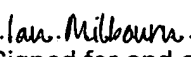

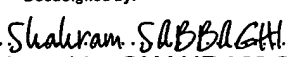
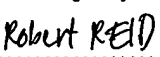
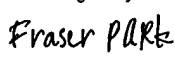

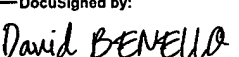
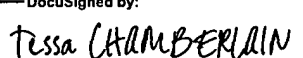
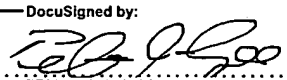
DocuSigned by:

*Joel CURRY*

AC54AF980CDE45F...

Signed by **JOEL CURRY**

on 28th May 2021

DocuSigned by:  741231A4B1F04EC.....	Signed by JASON CURRY	on 28th May	2021
DocuSigned by:  FABDD9137E694AE.....	Signed by ABDUL KARIM EL-ROUSSTOM	on 29.05	2021
DocuSigned by:  4A726D659094431.....	Signed by HIKMAT ROUSSTOM	on 29.05	2021
DocuSigned by:  5BE03B5CBB1148F.....	Signed for and on behalf of SECURITIES SERVICES NOMINEES LIMITED	on 28.05	2021
DocuSigned by:  .....	Signed for and on behalf of VERDICT ADVISORS LIMITED	on 28.05	2021
DocuSigned by:  .....	Signed for and on behalf of NOTION GP LLP	on 28 May	2021
DocuSigned by:  46B61D38248743D.....	Signed for and on behalf of SCORPION NOMINEES (BVI) LIMITED	on 28 May	2021
DocuSigned by:  .....	Signed by SHAHRAM SABBAGHI	on 28 May	2021
DocuSigned by:  94952A9D7D5E48C.....	Signed by ROBERT REID	on 28 May	2021
DocuSigned by:  333136CC64E49C.....	Signed by FRASER PARK	on 28 May 2021	2021
DocuSigned by:  E5241A823F2E3AD.....	Signed by JONATHAN CHAMBERLAIN	on 28/5	2021
DocuSigned by:  74492831D35049C.....	Signed by DAVID BENELLO	on 28/5	2021
DocuSigned by:  4A039527AE124A1.....	Signed by TESSA CHAMBERLAIN	on 28/05.2021	2021
DocuSigned by:  7E8BA0996380495.....	Signed by PETER GEE	on 28/05/	2021

<p>DocuSigned by:</p> <p><i>Alan Morgan</i></p> <p>0F64568F78E1420...</p> <p>Signed by <b>ALAN MORGAN</b></p>	on 30 may	2021
<p>DocuSigned by:</p> <p><i>Salah Salhab</i></p> <p>0C5274D67538488...</p> <p>Signed for and on behalf of <b>OLEANDER MARKETING CORPORATION</b></p>	on 30/5/21	2021
<p>DocuSigned by:</p> <p><i>Eric Cooney</i></p> <p>00E899F9E341A...</p> <p>Signed for and on behalf of <b>TIPTANA LLC</b></p>	on 30/05/21	2021
<p>DocuSigned by:</p> <p><i>Adrian Chalkley</i></p> <p>862A06E49B88443...</p> <p>Signed for and on behalf of <b>KERN CONSULTING LIMITED</b></p>	on 28th May	2021
<p>DocuSigned by:</p> <p><i>David Forbes</i></p> <p>Signed for and on behalf of <b>SMARTPIPE SPC (A SEGREGATED PORTFOLIO COMPANY OF DP VENTURES HOLDINGS)</b></p>	on 29 May	2021
<p>.....</p> <p>Signed for and on behalf of <b>WREN CAPITAL LLP</b></p>	on	2021
<p>DocuSigned by:</p> <p><i>[Signature]</i></p> <p>Signed for and on behalf of <b>WILTON TRUSTEES (IOM) LIMITED, ATF THE FFG TRUST</b></p>	on 31 May	2021
<p>DocuSigned by:</p> <p><i>Jonathan HULFORD-FUNNELL</i></p> <p>CA85D82E6A3540F...</p> <p>Signed by <b>JONATHAN HULFORD-FUNNELL</b></p>	on 28-May	2021
<p>DocuSigned by:</p> <p><i>Thomas Wills</i></p> <p>18B9F1DDAE344F6...</p> <p>Signed by <b>THOMAS WILLS</b></p>	on 28-May	2021
<p>DocuSigned by:</p> <p><i>Charles Butterworth</i></p> <p>A391F6E22E4A477...</p> <p>Signed by <b>CHARLES BUTTERWORTH</b></p>	on 28th May	2021
<p>.....</p> <p>Signed by <b>AHMAD AMR DIAB</b></p>	on	2021

## NOTES

1. If you agree to 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.** deliver the signed copy to the Directors at Novatiq Limited, Marlborough House, Victoria Road South, Chelmsford, Essex, United Kingdom, CM1 1LN marked for the attention of Tom Wills.

**Post.** return the signed copy by post to the Directors at Novatiq Limited, Marlborough House, Victoria Road South, Chelmsford, Essex, United Kingdom, CM1 1LN marked for the attention of Tom Wills.

**By email.** by attaching a scanned copy of the signed copy to an email and sending it [tom.wills@novatiq.com](mailto:tom.wills@novatiq.com).

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 sufficient agreement has been received for the Resolutions to pass by the date falling 28 days after the circulation date, it will lapse. If you agree to the Resolutions, please indicate your agreement and notify us as soon as possible.

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.

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Signed by **ALAN MORGAN** on 2021

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Signed for and on behalf of **OLEANDER  
MARKETING CORPORATION** on 2021

.....  
Signed for and on behalf of **TIPTANA LLC** on 2021

.....  
Signed for and on behalf of **KERN  
CONSULTING LIMITED** on 2021

.....  
Signed for and on behalf of **SMARTPIPE SPC  
(A SEGREGATED PORTFOLIO COMPANY  
OF DP VENTURES HOLDINGS)** on 2021

.....  
Signed for and on behalf of **WREN  
CAPITAL LLP** on 2021


.....  
Signed for and on behalf of **WILTON  
TRUSTEES (IOM) LIMITED, ATF  
THE FFG TRUST** on 2021

.....  
Signed by **JONATHAN HULFORD-FUNNELL** on 2021

.....  
Signed by **THOMAS WILLS** on 2021

.....  
Signed by **CHARLES BUTTERWORTH** on 2021

.....  
DocuSigned by:  
  
.....  
Signed by **AHMAD AMR DIAB** on 29/05/2021 2021

..... Signed by <b>ALAN MORGAN</b>	on	2021
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..... Signed by <b>THOMAS WILLS</b>	on	2021
..... Signed by <b>CHARLES BUTTERWORTH</b>	on	2021
..... Signed by <b>AHMAD AMR DIAB</b>	on	2021