

WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF
MY TRAUMA THERAPY LTD (Company)
(Company Number: 13175819)

Written resolutions (the “**Resolutions**”) of the board of directors of the Company passed pursuant to the articles of association (the “**Articles**”).

1. PURPOSE

- 1.1. IT IS NOTED that the purpose of these resolutions is to issue new shares to Bigspark Limited (**Bigspark**) in consideration of its waiver of fees relating to the Agile Software Development Agreement entered into between the Company and Bigspark on 8th April 2022 (**Settlement Agreement**)
- 1.2. As part of the Settlement Agreement between Bigspark and the Company, the parties shall enter into new Articles of Association and a shareholders’ agreement.
- 1.3. The Settlement Agreement between Bigspark and the Company includes the issue of 70,000 ordinary shares to £0.00001 to Bigspark.
- 1.4. Margaret Pancheo shall also subscribe for an issue of shares.
- 1.5. Anne Cantelo and Emma Davey shall also subscribe for a further issue of shares ancillary to the Settlement Agreement.
- 1.6. The Company proposes to issue 200,000 ordinary shares of £0.00001 (**New Share Issue.**)

2. DIRECTORS’ INTERESTS

- 2.1. IT IS NOTED that Emma Davey has a personal interest in the matters to be considered in these resolutions which she is required by section 177 of the Companies Act 2006 (“**Act**”) and the Articles to disclose.
- 2.2. In particular, if matters proceed as presented, Emma Davey shall subscribe to 32,500 ordinary shares of £0.00001 each in the Company and accordingly she is conflicted in accordance with the Articles and the Act.
- 2.3. IT IS NOTED that Anne Cantelo has a personal interest in the matters to be considered in these resolutions which she is required by section 177 of the Companies Act 2006 (“**Act**”) and the Articles to disclose.
- 2.4. In particular, if matters proceed as presented, Anne Cantelo shall subscribe to 45,000 ordinary shares of £0.00001 each in the Company and accordingly she is conflicted in accordance with the Articles and the Act.

2.5. IT IS NOTED that Shainnif Ismail has a personal interest in the matters to be considered in these resolutions which he is required by section 177 of the Companies Act 2006 (“**Act**”) and the Articles to disclose.

2.6. In particular, if matters proceed as presented, Bigspark shall subscribe to 70,000 ordinary shares of £0.00001 each in the Company. Shainnif Ismail is a director and a shareholder with more than 25%, but not more than 50%, voting rights in Bigspark and accordingly he is conflicted in accordance with the Articles and the Act.

3. CONFLICT OF INTEREST

3.1. IT IS NOTED that the Shareholders by special resolution disapplied article 8 of the articles and article 15 of the New Articles and authorised Emma Davey, Shainnif Ismail and Anne Cantelo to act in relation to the purpose of these written resolutions.

4. DOCUMENTS

The Directors considered the following documents:

4.1. new articles of association of the Company (“**New Articles**”); and

4.2. draft written resolutions of the Company

4.2.1. to adopt the New Articles;

4.2.2. granting authority to allot shares under a growth share scheme

4.2.3. waiving pre-emption rights of members of the company

4.3. the Settlement Agreement

4.4. the Shareholders’ Agreement

(together the “Documents”).

5. PROMOTION OF THE SUCCESS OF THE COMPANY

Following due and careful consideration including consideration of the matters referred to in section 172(1) of the 2006 Act, IT WAS RESOLVED that:

5.1. it was in the best interests of the Company to

5.1.1. enter into the Settlement Agreement;

5.1.2. proceed with the issue of the new shares to Bigspark and Margaret Pacheco, to enter into the Documents subject to the satisfaction of any conditions set out therein;

5.1.3. enter into the Shareholders’ Agreement; and

5.1.4. adopt the New Articles.

5.2. the New Share Issue, entry into the Documents and adopting the New Articles is in the best commercial interests of the Company and would be most likely to promote the success of the Company for the benefit of its members as a whole.

6. SHARE ALLOTMENTS

- 6.1. The Directors considered applications by the persons listed below for the allotment and issue to them of the number and class of shares in the capital of the Company set out against each name (the “**Proposed Allotments**”)

Name of Investor	Number of and class of shares	Total consideration
Bigspark Limited	70,000 Ordinary Shares of nominal value of £0.001 in the capital of the Company	£0.70
Emma Davey	32,500 Ordinary Shares of nominal value of £0.001 in the capital of the Company	£0.33
Anne Cantelo	45,000 Ordinary Shares of nominal value of £0.001 in the capital of the Company	£0.45
Margaret Pancheo	52,500 Ordinary Shares of nominal value of £0.001 in the capital of the Company	£0.53
Totals	200,000 shares	£2.00

- 6.2. It was noted that the directors are duly authorised by the New Articles to exercise any power of the Company to allot shares in the Company pursuant to section 550 of the 2006 Act.
- 6.3. It was also noted that, pursuant to the member resolution, the existing shareholders in the Company had, in respect of the Proposed Allotments, waived any pre-emption rights arising under the New Articles.

7. RESOLUTIONS

- 7.1. After due and careful consideration of the Written Resolutions of the Shareholders, **IT IS RESOLVED** that the Written Resolutions of the Shareholders is most likely to promote the success of the Company for the benefit of the members and that it be and hereby is approved to enter into the New Share Issue;
- 7.2. **IT IS FURTHER RESOLVED** that Emma Davey be and is hereby authorised to do and approve on the Company's behalf anything or document incidental or ancillary to the New Share Issue and that the doing of any such thing and the execution of any such document be and hereby is authorised; and
- 7.3. Emma Davey be and is hereby authorised to approve and execute on the Company's behalf or otherwise to cause the Company to execute as its deed or its agreement the form of any

document incidental or ancillary to the Settlement Agreement and New Share Issue in accordance with their terms and generally to do all such acts and things as may be requisite or expedient in connection with the Settlement Agreement and New Share Issue and the director be and is hereby authorised to file with the appropriate body such notices, forms or other papers in connection with the New Share Issue and Settlement Agreement as she in her absolute discretion considers necessary or advisable.

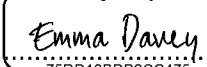
8. STATUTORY BOOKS AND FILINGS

8.1. The directors resolved that all necessary and appropriate entries in the statutory books of the Company to reflect the business of the meeting be made and all necessary filings and registrations required under the 2006 Act and otherwise be made.

8.2. The directors resolved to file with Companies House:

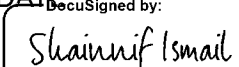
- (i) An SH01 setting out the ordinary share issue
- (ii) A written resolution adopting the New Articles
- (iii) The New Articles

8.3. The directors resolved to issue share certificates to the shareholders.

DocuSigned by:

75DD16BDB2CC475...

EMMA DAVEY

21st August 2023

DATE
DocuSigned by:

0B4EC99175AC4EA...

SHAINNIF ISMAIL

21st August 2023

DATE

ANNE CANTELO
DocuSigned by:

F7D0107136124ED...

DATE

21st August 2023