

Registered Number: 13344064

THE COMPANIES ACT
VENTERRA GROUP PLC (THE “COMPANY”)
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

At the annual general meeting of the Company duly convened and held on 16 May 2023 the following resolutions were duly passed, resolution numbered 2 as an ordinary resolution and resolutions numbered 4 and 5 as special resolutions of the Company:


ORDINARY RESOLUTIONS

2. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**CA 2006**”), the directors of the Company (the “**Directors**”) be generally and unconditionally authorised to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £30,000,000 and, unless renewed, varied or revoked by the Company, this authority shall expire on 15 August 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

4. **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment and, unless renewed, varied or revoked by the Company, this authority shall expire on the expiry of resolution 2, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after the authority expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.
5. **THAT** with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 5.1.3 and replacing it with the following new article 5.1.3:

“5.1.3 procure that the statutory audited accounts for the Company are prepared and sent to the Members within five months of the end of the Financial Year to which they relate provided that for the Financial Years ended 31 December 2021 and 31 December 2022, the statutory audited accounts may be prepared and sent to the Members within eleven months of the end of the Financial Year to which they relate.”


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Director, for and on behalf of
Venterra Group plc

Date **16 May 2023**
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