Company number: 13835452

**Filing Copy**

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION OF

## NATIONWIDE ENGINEERING RESEARCH AND DEVELOPMENT LTD

### (the 'Company')

On 28 March 2023, the following resolutions were passed, in the case of resolution 1, as an ordinary resolution, and in the case of resolutions 2 and 3, as special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act") (each a "Resolution", and together, the "Resolutions").

### ORDINARY RESOLUTION

1.  **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot seed preferred shares of £0.001 each in the capital of the Company (the "**Subscription Shares**") up to a maximum aggregate nominal amount of £13.47, provided that the authority shall unless renewed, varied or revoked by the Company expire five years after the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require the Subscription Shares to be allotted after such expiry and the directors of the Company may allot the Subscription Shares in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

### SPECIAL RESOLUTIONS

2.  **THAT** the articles of association attached to these Resolutions for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "**Amended Articles**").

3.  **THAT** subject to the passing of Resolutions 1 and 2 and in accordance with article 10.2 of the Amended Articles, the directors of the Company be generally empowered to issue the equity securities pursuant to the authority conferred by Resolution 1 as if any restrictions as to pre-emption, including but not limited to those restrictions contained in article 10 of the Amended Articles, did not apply to any such issuance and any rights of pre-emption in connection therewith are hereby waived.

DocuSigned by:

E00585F02817453

Director
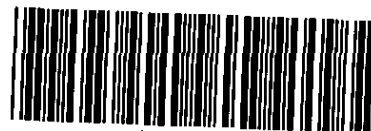
**Company number: 12500430**

## NOTES

1.  If you agree to the Resolution, 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 Yeji Lee at Withers LLP, 20 Old Bailey, London EC4M 7AN.

    *   **Post**: returning the signed copy to Yeji Lee at Withers LLP, 20 Old Bailey, London EC4M 7AN.

    *   **E-mail**: by attaching a scanned copy of the signed document to an e-mail and sending it to yeji.lee@withersworldwide.com and iain.cockburn@withersworldwide.com.

    *   **DocuSign**: by signing the document using the DocuSign platform in accordance with the instructions sent separately by email.

    If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3.  Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.

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.