

COMPANY NO: 13922005

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
LUUMEOS LIMITED
("the Company")**

4 April 2022 ("Date of Circulation")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions.

ORDINARY RESOLUTION

- (1) THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £30.00 (**Proposed Allotment**) provided that this authority shall, unless renewed, varied or revoked by the Company, expire five 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 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 is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

SPECIAL RESOLUTION

- (2) That, each shareholder of the Company that signs this written resolution and being entitled to certain pre-emption rights in respect of the shares to be issued by the Company pursuant

to the Proposed Allotment hereby waives all such pre-emption rights (however arising) as they may have in relation to Proposed Allotment.

- (3) THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

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

The undersigned, being persons who are entitled to vote on the above resolutions on the date of circulation of them, irrevocably vote in favour of them:

Rory Fleming

DocuSigned by:
Rory Fleming
6CC21DCAD8A34E8.....
SIGNATURE

DATE: 4 April 2022

Luke Robinson

DocuSigned by:
Luke Robinson
A847AA858F634ED.....
SIGNATURE

DATE: 4 April 2022

Jeff Jones

DocuSigned by:
Jeff Jones
01259EF645A34CE.....
SIGNATURE

DATE: 4 April 2022

Rogério Candeias

DocuSigned by:
Rogério Candeias
5F27B0B7F1EA449.....
SIGNATURE

DATE: 4 April 2022

Notes:

1. The resolutions are proposed as ordinary and special resolutions and each requires members holding more than 50 percent and 75 percent or more respectively of the total

voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.

2. Unless the resolutions are passed within the period of 28 days from the Date of Circulation, they will lapse. If you agree to the resolutions please ensure your agreement reaches us before the end of this period. 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.
3. If you agree with the resolutions, please indicate your agreement to them by signing and dating this document and returning it to the Company