

Company No: 14546325

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**BIOWELLHEALTH LTD
("Company")**

Written Resolution

12 MARCH 2024 ("Circulation Date")

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 special resolutions:

SPECIAL RESOLUTIONS

1. THAT each director of the Company, notwithstanding any actual or potential conflict of interest or duty ("**Conflict**") which may have arisen or may arise in relation to the proposed allotment and issue of new classes of shares in the Company ("**Transaction**") be and hereby is authorised to take all such actions as he may, in his absolute discretion, think necessary or desirable in connection with or to give effect to the Transaction and that any provision in the articles of association of the Company which would otherwise prevent any director from participating in the decision making process in respect of the same be and hereby is disapplied. The members hereby authorise the Conflict (including any conflict that may arise pursuant to section 175 of the Companies Act 2006) and resolve that any director of the Company shall not infringe his duty to the Company by reason of such Conflict nor by any action taken by him in connection with or to give effect to the Transaction.
2. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
3. THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors be generally and unconditionally authorised to allot:
 - a. Ordinary A Shares with a nominal value of £0.001 in the Company up to an aggregate nominal amount of £58.75 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 November 2024. This authority revokes and replaces all unexercised authorities previously granted to the directors; and
 - b. Ordinary B Shares with a nominal value of £0.001 in the Company up to an aggregate nominal amount of £250.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 November 2024. This authority revokes and replaces all unexercised authorities previously granted to the directors,

each having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to resolution 3. Unless renewed, varied or revoked by the Company, this authority shall expire on 31 August 2024. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

4. THAT, 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 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £308.75; and
 - b. expire on 30 November 2024 (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

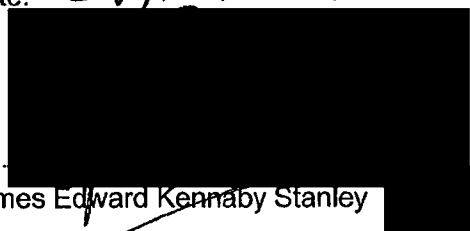
Please read the notes at the end of this document before signifying your agreement to the resolution.

We, being the eligible members of the Company representing the total voting rights of eligible members of the Company specified in section 283(1) of the Companies Act 2006, hereby irrevocably agree to the resolution.



Peter Robert Scrivener

Date: 12 MARCH 2024



James Edward Kennaby Stanley

Date: 12 MARCH 2024

NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways:
 - 1 **By hand:** by delivering the signed copy to any director of the Company.
 - 2 **By post:** by returning the signed copy by post to any director of the Company.
 - 3 **By email:** by attaching a scanned copy of the signed document to an email and sending it to any director of the Company.
 - 4 **By DocuSign:** by applying your electronic signature and selecting "Finish" within DocuSign.
- 2 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree to the resolution if you fail to reply.