

Company Number: 14714531

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ENSOCELL LTD

(the “Company”)

CIRCULATED ON 18 JULY 2023

(the “Circulation Date”)

Under Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the sole director of the Company (the “**Director**”) proposes that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (together, the “**Resolutions**”).

ORDINARY RESOLUTION

1. **THAT**, in substitution and replacement of any previous authority (to the extent such authority remains unutilised), the Director shall be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, up to an aggregate 1,712,683 ordinary shares of £0.0001 each in the capital of the Company, and 2,150,538 series seed preferred shares of £0.0001 (such shares having the rights set out in the New Articles (as defined below), provided that such authority is for a period expiring five years from the date of the passing of this resolution, but the Company may before any such authority expires make an offer or agreement which would or might require the Company to allot shares in the Company and/or grant rights to subscribe for, or to convert any security into, shares in the Company after such authority expires and the Directors may allot shares in the Company and grant such rights pursuant to any such offer or agreement as if such authority had not expired.

SPECIAL RESOLUTIONS

2. **THAT** the articles of association contained in the document attached to these written resolutions (the “**New Articles**”) at Schedule 1 be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

3. **THAT**, subject to the passing of Resolution 1 above, the Director be empowered to allot shares pursuant to the authority conferred on Resolution 1 above as if article 13.2 of the New Articles and any pre-emption rights (however expressed) did not apply to any such allotments, for the purposes of the Articles.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above Resolutions. The undersigned, being the member of the Company and entitled to vote on the Resolutions, hereby irrevocably agree to the Resolutions.

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DocuSigned by:
Alexander Leech
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By **Alexander Robert Leech**

Date: 18 July 2023

SCHEDULE 1

NEW ARTICLES OF ASSOCIATION

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible member for the Resolution to be passed, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
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.