

Registered Number: 14729817

GIGACLEAR TOPCO LIMITED
(the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

PRINTED COPY OF SHAREHOLDER’S WRITTEN RESOLUTIONS
PASSED ON 16 June 2023
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the following written resolutions have been duly proposed by the director of the Company and were duly passed by the Company, resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions.

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of resolution 3, in accordance with section 551 of the Act the director be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares of the following share classes up to an aggregate amount of:
 - 1.3 112,057,482 Ordinary Shares of £0.01 each in the capital of the Company, having the rights set out in the New Articles (as defined below); and
 - 1.4 128,800 A Ordinary Shares of £0.01 each in the capital of the Company, having the rights set out in the New Articles.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than 5 years from the date of the resolution, 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 director 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, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

2. **THAT** the director be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 1 as if section 561 of that Act did not apply to any such allotment. This authority shall expire, unless previously revoked or renewed by the Company, on a date being not more than 5 years from the date of the resolution, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the director may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.
3. **THAT** the regulations contained in the document attached to these resolutions (the “**New Articles**”) be approved and 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.

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Andy Matthews
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Director

Date 16 June 2023