

**WRITTEN RESOLUTIONS  
FUSION LABORATORIES LTD**

**COMPANY NUMBER: 15425285**

(the “**Company**”)

Circulation Date: 2 February 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1, 2 and 3 below be passed as ordinary resolutions and Resolutions 4 and 5 below be passed as special resolutions.

**ORDINARY RESOLUTIONS**

1. **THAT** the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot 1,333,334 new series A shares of £1.00 each in the capital of the Company, 333,333 non-voting ordinary shares of £1.00 each in the capital of the Company and to grant rights to subscribe for or to convert any security (including, for the avoidance of doubt, warrants) into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £1,666,667, provided that:
  - a) (unless previously revoked, varied or renewed by the Company) this authority will expire on the fifth anniversary of the date of these Resolutions, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the director may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
  - b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act 2006, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.
2. **THAT** the one ordinary share of £1.00 owned by 1RT DAE Opportunities Fund, LP be redesignated into a Series A Share.
3. **THAT** any actual or potential conflict of interest arising out of the Director’s directorship, or direct or indirect holding of equity interests in the Seller, or otherwise arising out of the Fundraising, is hereby consented to and authorised pursuant to Section 180(4)(b) of the Act and **THAT** article 14(1) of the Company’s articles of association is disappplied in connection with any decision of the Company’s director concerned with the Fundraising.


#### SPECIAL RESOLUTIONS

4. **THAT** the draft articles of association in the form appended in Schedule I to these Resolutions be adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.
5. **THAT** pursuant to section 570 of the Act, the directors of the Company be authorised to (i) allot the Series A shares and the non-voting ordinary shares, and (ii) grant rights to subscribe for or to convert any security into shares in the Company as if any rights of pre-emption (however expressed) did not apply.

## AGREEMENT

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

The undersigned, a person duly authorised to sign on behalf of the sole shareholder of the Company entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to and adopts the Resolutions.

Signed by 

Authorized Representative

On behalf of **1RT DAE OPPORTUNITIES FUND, LP**

Date: 14 February 2024