



GRADIENTEDGE

THURSDAY



Written Resolutions of Gradient Edge Ltd

**Company Number NI653279
(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that these resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1 Authority to Allot

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised:

- (a) to grant rights to subscribe for shares in the Company to the Company's employees, advisors, and consultants under standalone option grant agreements or pursuant to share option schemes approved by the Company ("Rights"), up to the aggregate nominal value of £25; and
- (b) upon the lapse or cancellation of an option referred to in resolution 1(a) above (or any part thereof), to grant further or additional Rights up to the aggregate nominal value of shares subject to all options so lapsed and/or cancelled,

provided that in all circumstances the total number of shares over which Rights have been granted and which are capable of exercise will at all times be limited to the aggregate nominal value of £25.

This authority will, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

SPECIAL RESOLUTION

2 Dis-application of Preemption Rights

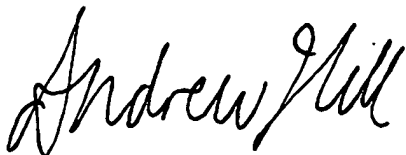
THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above for the purpose of issuing share options to the Company's employees, advisors, and consultants under standalone grant agreements or pursuant to a share option scheme approved by the Company, as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

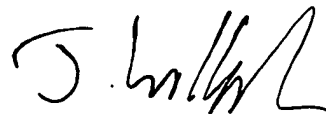
Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 28 February 2022



Andrew Hill
28 February 2022



James Wiltshire
28 February 2022