

**NOVA INNOVATION LTD (the "Company")**

**Registered in Scotland No. SC358996**

**Companies Acts**

**Members' Written Resolution**

**Circulation Date: \_\_7 July 2023\_\_**

On \_10 July 2023, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and a Special Resolution, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company:

**ORDINARY RESOLUTIONS**

1. THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 95,871 ordinary shares of £0.001 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (1) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority supersedes any unexercised authority previously granted to the directors in respect of shares in the share capital of the Company to be issued pursuant to any share option scheme.

**SPECIAL RESOLUTION**

2. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied in respect of any allotment of shares made pursuant to resolution 1 above.

For and on behalf of  
NOVA INNOVATION LTD



\_\_\_\_\_  
Director

\_\_\_\_10 July 2023\_\_\_\_\_  
Date