

# **NexaBiome Limited (the “Company”)**

**Registered in Scotland No. SC373464**

## **Companies Acts**

### **Written Record of Members’ Written Resolution**

**Circulation Date: 19 January 2024**

On 19 January 2024, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company:

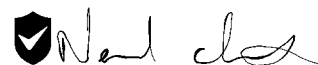
-

#### **ORDINARY RESOLUTIONS**

1. THAT, in addition to any subsisting authorities, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 30,595 A ordinary shares of £0.01 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31 July 2024.
2. THAT, in accordance with section 551 of the Companies Act 2006 directors of the Company be and are hereby generally and unconditionally authorised to issue and allot shares in the Company up to an aggregate nominal amount of £305.95 pursuant to any convertible loan agreement or convertible loan notes entered into by the Company from time to time, subject always to the condition that this authority shall expire on expiry of the period of five years from the date of passing this resolution (unless varied, revoked or renewed by the Company by shareholder resolution or in general meeting) provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry the directors may allot such shares in pursuance of such offer or agreement as if the power hereby conferred had not expired.

#### **SPECIAL RESOLUTION**

3. 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 in respect of any allotment of shares made pursuant to resolutions (1) and (2) above.



Authorised Signatory  
For and on behalf of  
**NexaBiome Limited**

19.01.2024

Dated