

EXECUTION COPY

Company number: SC391348

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EPIPOLE LTD

(passed on 21 October 2022)

The following resolutions were duly passed as ordinary and special resolutions of the Company (as indicated) on 21 October 2022 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006:

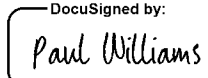
ORDINARY RESOLUTIONS

1. THAT the Directors be generally and unconditionally authorised, in accordance with section 551 of the Act to allot shares, to grant rights to subscribe for, or to convert any security into, shares of the Company and to allot shares in the Company on the exercise of any such rights, up to a maximum aggregate nominal amount of £3.50877; provided that this authority will, unless renewed, varied or revoked by the Company, expire five years after the passing of this resolution save that the Company may before this authority expires make an offer or enter into an agreement which would or might require any such rights to be granted or shares to be allotted after this authority expires and the Directors may grant such rights and allot shares pursuant to such offer or agreement as if this authority had not expired.
2. THAT the Directors be generally and unconditionally authorised, in accordance with section 551 of the Act to grant rights to subscribe for and to allot shares upon the exercise of such rights, up to a maximum nominal amount of £1.24799 on such terms as shall be approved by the Directors of the Company in connection with any share option agreements or schemes granted, entered into or created by the Company (whether Enterprise Management Incentive share options, unapproved share options or any other type of option); provided that this authority will, unless renewed, varied or revoked by the Company, expire five years after the passing of this resolution save that the Company may before this authority expires make an offer or enter into an agreement which would or might require any such rights to be granted or shares to be allotted after this authority expires and the Directors may grant such rights and allot shares pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS.

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Act or otherwise be and are hereby waived and disapplied in respect of any allotment of shares made pursuant to resolutions 1 and 2.
4. THAT the Articles of Association of the Company be and they are hereby amended as follows:

- (i) Article 10.9.2 shall be amended by the deletion of the sum of “£22.97” and the substitution therefore of the sum of “£5.70”; and
- (ii) Article 14.3.1 shall be amended by the insertion of the words “or to the Executive”) immediately after the words “Investor Director”.

DocuSigned by:  
  
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Director

21 October 2022

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Date