

The IDCO. Limited
Registered in Scotland No. SC400459
Companies Acts
Written Record of Members' Written Resolution
Circulation Date: 18 October 2021

On 20 October 2021, 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 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 (a) 297,562 ordinary shares of £0.001 and (b) 4,321,660 series A shares of £0.001 each in the share capital of the Company with such rights as set out in the articles of association to be adopted at resolution (4) below; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 31 December 2021.


This authority is in addition to all subsisting authorities to the extent unused.

2. 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 6,532,083 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 (2) 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 replaces the subsisting authority granted to the directors pursuant to the resolution (2)e passed by the shareholders of the Company on 12 November 2019 in connection with any share option scheme and for the purposes of section 551 of the Companies Act 2006, which, to the extent unused at the date on which this resolution is passed, 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.

SPECIAL RESOLUTIONS

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 dis-applied in respect of any allotment of shares made pursuant to resolutions (1) and (2) above.
4. THAT the document attached be adopted as the new articles of association of the Company, in place of and to the exclusion of all other previous articles of association.

 *James Varga*

**AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
THE IDCO. LIMITED**

20 october 2021

Dated