

**The IDCO. Limited**  
**Registered in Scotland No. SC400459**  
**Companies Acts**  
**Written Record of Members' Written Resolution**

**Circulation Date:** 27 October 2022

On 02 November 2022, 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: -

**SPECIAL RESOLUTION**

1. THAT any and all rights of pre-emption whether under the Company's existing articles of association, the Companies Act 2006 or otherwise be and are hereby dis-applied in respect of any allotment of shares or other securities (including loan notes issued by the Company in connection with a convertible loan note instrument entered into on or around the date hereof) made by the directors pursuant to or in connection with resolution (2) below.

**ORDINARY RESOLUTION**

2. 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 1,000,000 Series A shares of £0.001 each in the share capital of the Company (in connection with a convertible loan note instrument entered into by the Company on or around the date hereof); declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on the expiry of the period of five years from the date of the passing of this resolution.

This authority is granted in addition to any unexercised authorities previously granted to the directors.



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

02/11/2022

Dated