

Company number: SC575638



**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

- of -

**SECONDPERSPECTIVE LTD.**

(the "Company")

Passed: June 6, 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the resolutions set out below were passed by written resolutions of the members of the Company:

**ORDINARY RESOLUTION**

1. THAT, subject to the passing of Resolution 2, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate amount of \$3,000,297.37 PROVIDED ALWAYS THAT:
  - (a) the authority granted under this Resolution 1 shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 1 has expired.

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

**SPECIAL RESOLUTIONS**

2. THAT the articles of association attached to these written resolutions (the "**New Articles**") and initialled for identification purposes be approved and adopted as the new articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company (the "**Existing Articles**").
3. THAT, the all pre-emption rights under section 561 of the Act and all pre-emption rights contained in the Existing Articles and the New Articles or otherwise, be hereby disappplied and waived in respect of the allotment of shares up to the aggregate nominal amount set out in Resolution 1 above, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted

after the expiry of such period and the directors of the Company may allot shares pursuant to such offer or agreement as if this authority had not expired.

4. THAT, subject to the passing of Resolutions 1 and 2 above, the Subscription and Shareholders' Agreement (the "**SSA**") dated September 21, 2020, by and among (1) the Investors; (2) the Founders and (3) the Company (as defined therein) be terminated and cease to have effect with effect from the Date of Adoption (as defined in the New Articles).

**CERTIFIED A TRUE COPY**

DocuSigned by:

*Alexander Birks*

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Director