

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BRAIN CARE LIMITED ("**Company**")

On 30 July 2021, resolution 1 was duly passed as an ordinary resolution and resolutions 2 to 4 were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the CA 2006, the directors of the Company ("Directors") be generally and unconditionally authorised to allot, grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £186.00, having the rights and subject to the restrictions set out in the New Articles adopted by the Company pursuant to Resolution 3 below. Unless renewed, varied or revoked by the Company, this authority shall expire on the date which is three months from the date of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is made in addition to any existing authorities and without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1 above, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot, or grant rights over, the securities pursuant to the authority conferred by Resolution 1, as if any and all pre-emption or similar rights to which the shareholders of the Company may be entitled howsoever arising (including but not limited to under the Company's articles of association from time to time or the CA 2006) did not apply, provided that this power shall (a) be limited to the allotment of or the grant of rights over the shares as set out in Resolution 1 above and (b) expire three months from the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require the Shares to be allotted or rights to be granted, and the directors may allot the Shares or grant rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.
3. THAT the draft articles of association in the form attached to these Resolutions (the "New Articles"), be adopted as the articles of association of the Company with immediate effect in substitution for, and to the exclusion of, the Company's existing articles of association.
4. THAT if prior to 30 September 2021 Daniel Murray and/or Joel Freeman transfer any A Ordinary Shares of £0.0001 each in the Company (being up to a maximum of 546,376 shares in aggregate) to any person the transferred shares shall automatically convert into Ordinary

Shares of £0.0001 each in the Company and in turn a corresponding number of Ordinary Shares of £0.0001 held by Daniel Murray and Joel Freeman (as the case may be) will automatically convert into A Ordinary Shares of £0.0001 each in the Company.

Signed: .....  
DocuSigned by:  
*Daniel Murray*  
37AB2ABAD08E4E8.....

Director

30 July 2021  
Date: .....