

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

**WRITTEN RESOLUTIONS**

of

**VENTUS MEDICAL LIMITED**

(the Company)

**Company No. 09364884**

**Passed on: 11 May 2023**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the following resolutions of the Company were passed as ordinary and special resolutions as indicated below (**Resolutions**).

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) in the Company up to an aggregate nominal amount of up to (i) £149.2537 in respect of a total of 1,492,537 A shares of £0.0001 each in the capital of the Company (**A Shares**) and (ii) £40.00 in respect of a total of 400,000 ordinary shares of £0.0001 each in the capital of the Company (**Ordinary Shares**), provided that the A Shares shall not be allotted for a price per share which is less than £0.67 and provided further that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date of these resolutions 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION**

2. **THAT** the pre-emption rights contained in Article 9.1 of the articles of association or otherwise be and are hereby disapplied in respect of the issue and allotment of up to (i) 1,492,537 A Shares and (ii) 400,000 Ordinary Shares.

DocuSigned by:

*Mark Dignum*

F49E9E46CBA8490...

Director

