

Company No.: 10185899

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
ALLPLANTS LTD (THE "COMPANY")

Passed on: 28 April 2023

The following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**"), up to an aggregate nominal amount of £383.045 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 1 has expired. This authority is in substitution to all previous authorities to the extent unused.
2. **THAT**, in accordance with section 551 of the Act, and without prejudice to the authority granted by Resolution 1, the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**"), up to an aggregate nominal amount of £217.6954 provided that this authority shall:
 - (a) only apply in relation to the issue of shares pursuant to the exercise of options granted by the Company pursuant to clause 4 of the shareholders' agreement relating to the Company, to be entered into on or around the date hereof; and
 - (b) unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 2 has expired.

This authority is in substitution to any previous authority in respect of options, but for the avoidance of doubt this authority applies to options that have been granted but not exercised under any subsisting authorities conferred on the Company.

3. **THAT**, the directors of the Company be and are unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to:

- (a) allot shares in the capital of the Company; or
- (b) grant rights to subscribe for or to convert any securities into shares in the capital of the Company (the "**Rights**") up to an aggregate nominal amount of £46.8939 (the "**Warrant Shares**") pursuant to the terms of (i) a warrant instrument entered into by the Company with Triplepoint Capital LLC ("**TPC**") on 6 May 2021 (as may be amended from time to time); and (ii) a warrant instrument entered into by the Company with TPC on or around 21 September 2022 (as may be amended from time to time), provided that this authority shall expire on the date which is 5 years from the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require the Warrant Shares to be allotted or Rights to be granted and the directors may allot the Warrant Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution to any previous authority in respect of the Warrant Shares.

SPECIAL RESOLUTIONS

AMENDMENT OF ARTICLES OF ASSOCIATION

4. **THAT**, the draft articles of association attached to this Resolution at Schedule 1, be adopted with immediate effect as the articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association (the "**New Articles**").

DIS-APPLICATION OF PRE-EMPTION RIGHTS

5. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 3 and in accordance with article 13.2 of the New Articles, the directors of the Company be generally empowered to allot shares or grant Rights pursuant to the authorities conferred by Resolutions 1 and 3 as if the provisions set out in articles 13 of the New Articles did not apply and any other rights of pre-emption however so expressed, did not apply to such issue or grant, provided that this power shall:

- (a) be limited to the allotment of shares or grant of Rights of up to an aggregate nominal amount of £429.9389; and
- (b) expire upon the expiry of the authority granted by Resolution 1 and/or 3 (as applicable) (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 shares to be allotted or Rights to be granted in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution 5 has expired.

In addition, for the purposes of article 12.1 of the articles of association of the Company and for all other purposes whatsoever, the different classes of shares in the capital of the Company in issue at the date of these Resolutions hereby irrevocably and unconditionally consent to every variation and abrogation of the rights, privileges and restrictions attached to their relevant share class as a consequence of or contained or inherent upon the passing of the Resolutions and the adoption of the New Articles. Such consents shall be considered obtained once the Resolutions have been signed by the requisite majority in respect of each share class.

DocuSigned by:
Jonathan Petrides
Signed... 87FE693B3D164C7...

Director