

Company number: 10616124  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
WASE LIMITED  
(the "Company")

CIRCULATION DATE: .....16 February.....2024

DATE PASSED: .....16 February.....2024

Under Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company propose that resolutions 1 to 3 below are passed as ordinary resolutions and resolutions 4 and 5 below are passed as special resolutions (together the "**Resolutions**" and each a "**Resolution**").

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"):
  - (a) up to an aggregate amount of 5,967 series seed shares of £0.01 each in the capital of the Company; and
  - (b) up to an aggregate amount of 3,370 ordinary shares of £0.01 each in the capital of the Company, provided that these authorities shall, unless renewed, varied or revoked by the Company, expire 5 years after the passing of this Resolution.  
The authorities referred to in paragraphs (a) and (b) above are both in substitution for and in full replacement of all previous authorities (to the extent that they remain unutilised) conferred on the directors of the Company in accordance with section 551 of the CA 2006.
2. THAT 690 ordinary shares of £0.01 each in the capital of the Company in issue and held by Naruhisa Nakagawa be redesignated into 690 A Ordinary shares of £0.01 each in the Company, having the rights set out in the New Articles (as defined below).
3. THAT 345 ordinary shares of £0.01 each in the capital of the Company in issue and held by FactorE Ventures PBC be redesignated into 345 A Ordinary shares of £0.01 each in the capital of the Company, having the rights set out in the New Articles (as defined below).

SPECIAL RESOLUTIONS

4. THAT, the draft articles of association circulated with these Resolutions (the "New Articles") be adopted as the new articles of the association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

5. THAT, subject to the passing of Resolution 1, the directors of the Company be generally empowered to allot shares as described in Resolution 1 as if the restrictions as to pre-emption provisions in article 13 of the Company's existing articles of association, and any other pre-emption rights which may otherwise apply (including the equivalent provision in the New Articles), did not apply to any such allotments.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Thomas Fudge

Signed:

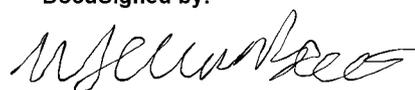
DocuSigned by:  
  
.....3F4E0239BD5A455.....

Date:

16 February 2024  
.....

William Gambier

Signed:

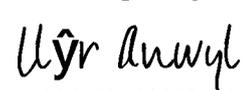
DocuSigned by:  
  
.....5BFF52B3801144E.....

Date:

16 February 2024  
.....

Llyr Anwyl

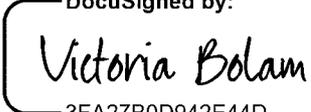
Signed:

DocuSigned by:  
  
.....58491A8A944C498.....

Date:

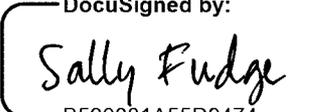
16 February 2024  
.....

Victoria Bolam

Signed:   
3FA27B0D942E44D...

Date: 16 February 2024

Sally Fudge

Signed:   
B590001A55D9474.....

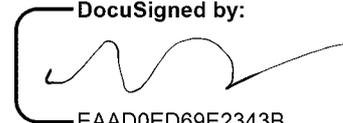
Date: 16 February 2024

Naruhisa Nakagawa

Signed:   
26E17288F3BE48F.....

Date: 16 February 2024

For and on behalf of  
FactorE Ventures PBC

Signed:   
EAAD0ED69E2343B.....

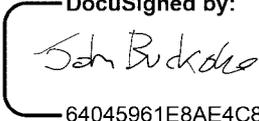
Date: 16 February 2024

For and on behalf of  
Elbow Beach Investments Limited

Signed:   
9629FA418E98476.....

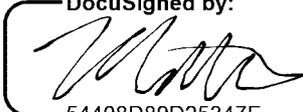
Date: 16 February 2024

John Buckoke

Signed:   
64045961E8AE4C8...

Date: 16 February 2024

Johnathan Matlock

Signed:   
54408D89D25347E...

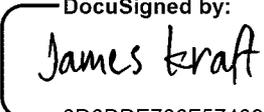
Date: 16 February 2024

James Savage

Signed:   
2BE22524586140B...

Date: 16 February 2024

James Kraft

Signed:   
3D6DDE786F57409...

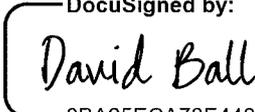
Date: 16 February 2024

Adam Hillier

Signed:   
2DD856A23B2049B...

Date: 16 February 2024

David Ball

Signed:   
0BA25ECA78E4408...

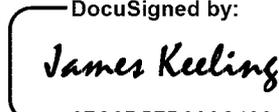
Date: 16 February 2024

Richard Tompkins

Signed:   
0F9F8872E2C3445...

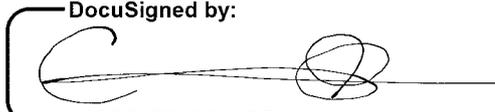
Date: 16 February 2024

James Keeling

Signed:   
67C2D5FD906C490...

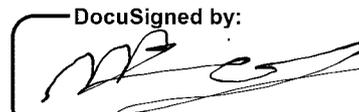
Date: 16 February 2024

Charles Grimsdale

Signed:   
A68BD9F95C634CF...

Date: 16 February 2024

Malcolm Brinded

Signed:   
EAF8B43405D4462...

Date: 16 February 2024

Michael Dearing

Signed:

DocuSigned by:  
*Mike Dearing*  
5BD9DC5EFF7342A...

Date:

16 February 2024

For and on behalf of  
Seedrs Nominees Limited

Signed:

Date:

For and on behalf of  
Extantia Climate Flagship II GmbH & Co. KG

Signed:

DocuSigned by:  
*Oliver Schwarzer*  
9612B0574AC049E.....

Date:

16 February 2024

Signed as a second signatory for  
and on behalf of Extantia Climate  
Flagship II GMBH & CO. KG

Date:

16 February 2024

DocuSigned by:  
*Yair Men*  
4746FD1B36894F1...

## Notes

1. You may choose to agree to all of the Resolutions or none of them; however, you may not agree to some of the Resolutions only.
2. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
  - (a) by hand or post by delivering the signed copy to the director at the Company's registered office;
  - (b) by email by returning the signed copy of the Resolutions to Ellie Menezes at [e.menezes@ashfords.co.uk](mailto:e.menezes@ashfords.co.uk); or
  - (c) by returning the signed document through the DocuSign link received by email. Return is automatic following completion of the DocuSign signing process.
3. The Resolutions will lapse if sufficient votes in favour of them have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.