

**Company Number: 11315690**

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS of NUDEA LTD (the Company)**

**(passed on Wednesday 12<sup>th</sup> October 2022)**

Pursuant to written resolutions of the Company duly circulated on 11 October 2022 the following resolutions were passed on 12 October 2022 as ordinary or special resolutions of the Company (as indicated):

**ORDINARY RESOLUTION (Directors' authority to allot)**

1. THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to exercise all or any of 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, ordinary shares of £0.00001 each in the Company (such shares and rights being together referred to in this resolution as Relevant Securities) up to an aggregate nominal value of £2.42 at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the nine-month anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTION (Waiver of pre-emption)**

2. THAT, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 CA2006) pursuant to the authority conferred upon them by resolution 1 as if any applicable (if any) statutory or other restriction whether in the articles of association of the Company or otherwise did not apply to any such allotment provided that this authority and power shall expire on the day before the nine-month anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



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James Eden (Director)  
12/10/2022