

Company number: 12104162

**Private company limited by shares**

**Written Resolutions**

**-of-**

**Empati Limited (the Company)**

**Circulation Date: 30 September 2022**

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*Please read the notes below before signifying your agreement to the resolutions below.*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **2006 Act**), the directors of the Company propose that resolutions 1 to 4 (inclusive) below be passed as ordinary resolutions and resolution 5 below be passed as a special resolution (together, the **Resolutions**).

**Ordinary Resolutions**

- 1**     **THAT**, all actions of the directors and Company in relation to the conversion of Sukhmeet Sidhu's 100 growth shares of £0.01 each in the capital of the Company into 7,347 ordinary shares of £0.0001 each in the capital of the Company (**Ordinary Shares**) on 5 May 2021 (the **Conversion**) be hereby approved notwithstanding any non-compliance with the 2006 Act or any provisions of the Company's articles of association (**Articles**) (but without any intention that the void Conversion be carried out). The members of the Company hereby irrevocably waive any past, present or future claims against the directors of the Company, or the Company, in relation to all matters relating to the Conversion.
- 2**     **THAT**, all actions of the directors and Company in relation to the issue and allotment of: (i) 926 Ordinary Shares on 7 May 2021; (ii) 2,687 Ordinary Shares on 21 May 2021; and (iii) 56,662 Ordinary Shares on 21 June 2021 (together the **Allotments**), previously approved and authorised by the directors of the Company, be hereby ratified, confirmed and approved notwithstanding any non-compliance with the 2006 Act, including without limitation, section 551 of the 2006 Act and any provisions of the Company's Articles.
- 3**     **THAT**, (i) the second filing of Companies House Form SH01 relating to the allotment of shares during the period 13 November 2019 to 11 May 2020; (ii) the late filing of Companies House Forms SH01 on 22 August 2022 in relation to the Allotments; (iii) the second filing dated 22 August 2022 of the Companies House Form CS01 originally filed on 14 July 2021; and (iv) the second filing on 22 August 2022 of Companies House Form SH01 originally filed on 19 July 2021 be hereby confirmed and approved, and all actions of the directors and

Company in relation to the filing of these forms be hereby ratified notwithstanding any non-compliance with the 2006 Act.

- 4 **THAT**, the reconstituted statutory books and registers of the Company, which have been amended and updated to reflect all historic transactions undertaken in relation to the Company to date, be hereby ratified and approved accordingly.

#### **Special Resolution**

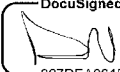
- 5 **THAT**, the Conversion be confirmed as void as a matter of law pursuant to the provisions of the 2006 Act and that the current shareholdings in the Company, as at the Circulation Date, is therefore as set out in the Schedule attached to these Resolutions.

**SCHEDULE**  
**Shareholdings in the Company as at the Circulation Date**

<b>Name</b>	<b>Ordinary shares of £0.0001</b>	<b>Growth shares of £1.00</b>
Stewart Dodd	254,702	0
Sarvapali Ramchurn	240,500	0
Robert Suss	116,850	0
Darren Orbart	117,002	0
Mark Eastwood	52,502	0
Paul Thomas	21,100	0
William de Winton	80,240	0
Stuart Roden	40,120	0
Anthony St John	4,015	0
Sukhmeet Sidhu	3	100
David Smith	463	0
Elliot Whitehouse	463	0
Evie Whitehouse	463	0
Charles Whitehouse	463	0
Steve Norris	463	0
James Slater	926	0
<b>Total</b>	<b>930,275</b>	<b>100</b>

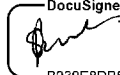
We, the undersigned, being the members of the above-named Company entitled to vote on resolutions of the Company on the date of circulation of these written resolutions irrevocably agree to the Resolutions as indicated above.

Signed by **Stewart Michael Dodd**

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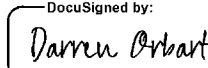
Dated: ...30 September 2022.

Signed by **Sarvapali Ramchurn**

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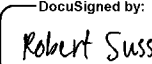
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Signed by **Darren Orbart**

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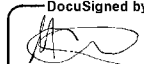
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Signed by **Robert Suss**

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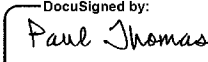
Dated: 4 October 2022  
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Signed by **Mark Eastwood**

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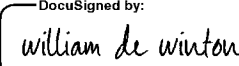
Dated: ...30 September 2022  
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Signed by **Paul Thomas**

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Dated: ....30 September 2022  
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Signed by **William De Winton**

DocuSigned by:  
  
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Dated: ...2 October 2022.....

Signed by **Stuart Roden**

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*Stuart Roden*  
3C47BCCA0AEF452

Dated: ... 3 October 2022 .....

Signed by **Anthony St John**

DocuSigned by:  
*Anthony St John*  
52B975349857494

Dated: ... 3 October 2022 .....

Signed by **Sukhmeet Sidhu**

DocuSigned by:  
*Sukhmeet Sidhu*  
D35828E041A0444

Dated: ... 3 October 2022 .....

Signed by **David Smith**

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*David Smith*  
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Dated: ... 30 September 2022 .....

Signed by **Elliot Whitehouse**

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*Elliot Whitehouse*  
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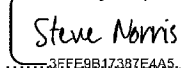
Dated: ... 4 October 2022 .....

Signed by **Evie Whitehouse**

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*Evie Whitehouse*  
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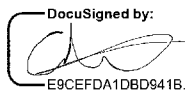
Dated: ... 3 October 2022 .....

Signed by **Steve Norris**

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Dated: .....30 September 2022.....

Signed by **Charles Whitehouse**

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.....E9CEFDA1DBD941B.....

Dated: .....30 September 2022.....

Signed by **James Slater**

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Dated: .....30 September 2022.....

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#### NOTES TO SHAREHOLDERS:

- (1) If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company by hand, or by post to the Company's registered office.
- (2) If there are no Resolutions you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- (3) Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- (4) If within 28 days of the Circulation Date insufficient agreement has been received for a Resolution to pass, that resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date.