

Company No. 12104162

The Companies Acts 2006

Company limited by shares

Written Resolutions

- of -

EMPATI LIMITED

On 1 February 2023, the resolutions numbered 1, 2 and 3 below were passed as special resolutions and resolution 4 was passed as an ordinary resolution, each in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

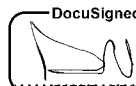
Special resolution

1. THAT, subject to and with effect from completion in accordance with the terms of the investment and option agreement to be entered into between the Company and Pinnacle International Venture Capital 1 Ltd (Pinnacle) on or around the date of these Resolutions (Completion), the articles in the form attached to these resolutions (the New Articles) be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, its existing articles of association.
2. THAT, subject to Resolution 1 being passed, any and all pre-emption rights, including without limitation the pre-emption rights set out in Article 11 of the New Articles be disapplied in respect of the allotment and issuance of 101,000 Ordinary Shares of £0.0001 each in the capital of the Company (Shares), the grant of rights to subscribe for or to convert any security into Shares (Rights) up to an aggregate nominal amount of £33.33, and the subsequent allotment and issuance of up to 333,300 Ordinary Shares in respect of the exercise of the Rights.
3. THAT, subject to Resolution 1 being passed, any and all pre-emption rights including, without limitation, the pre-emption rights set out in Article 14 of the New Articles be disapplied in respect of:
 - a) the proposed transfer of 23,218 Ordinary Shares of £0.0001 each in the capital of the Company by William de Winton to Pinnacle; and
 - b) the proposed transfer of 2,322 Ordinary Shares of £0.0001 each in the capital of the Company by Anthony St John to Pinnacle,in each case at a price per Ordinary Share of \$51.25.

Ordinary resolution

4. THAT, subject to Resolution 1 being passed, in accordance with section 551 of the Companies Act 2006, the directors of the Company be authorised to exercise all the powers of the Company to allot and issue shares in the capital of the Company or grant Rights up to an aggregate nominal amount of £43.43. The authority conferred by this resolution shall expire on the date which is five years from the date of this resolution,

but the Company may before expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry date, and the directors of the Company may allot shares or grant Rights in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

DocuSigned by:

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Director