

Company No. 12104162

The Companies Acts 2006

Company limited by shares

Written Resolutions


- of -

EMPATI LIMITED

On 31 May 2023, the resolution below was passed as a special resolution, 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 between the Company and Pinnacle International Venture Capital 1 Ltd (Pinnacle) dated 8 February 2023, as amended and restated on or around the date of these Resolutions, (Completion) any and all pre-emption rights including, without limitation, the pre-emption rights set out in Article 14 of the articles of association of the Company to be adopted on Completion be dis-applied in respect of:
 - a) the proposed transfer of 16,259 Ordinary Shares of £0.0001 each in the capital of the Company (Ordinary Shares) by William de Winton to Pinnacle;
 - b) the proposed transfer of 2,439 Ordinary Shares by Anthony St John to Pinnacle;
 - c) the proposed transfer of 8,130 Ordinary Shares by Stuart Roden to Pinnacle,in each case at a price per Ordinary Share of at least \$51.25.

DocuSigned by:

.....827DEA961E2E427....

Director