

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALERTIVE LIMITED (the "Company")

Circulation Date: 26 September 2023

Unless otherwise indicated, capitalised terms in this resolution shall have the meaning given to them in the Company's articles of association (the "Articles") in force at the date of this resolution. In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") propose that the resolutions set out below be passed as an ordinary resolution and a special resolution of the Company respectively (the "Resolutions").

ORDINARY RESOLUTION

THAT, in accordance with section 551 of the CA 2006, the Directors 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") up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 September 2028 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

THAT subject to the passing of resolution 1, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if the pre-emption rights on the issue of shares in the Company contained in Articles 14.4 and 14.5 or otherwise, did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of equity securities pursuant to a £1,500,000 convertible loan note instrument to be created by the Company on or about the date that this resolution is passed; and
- b) expire on 30 September 2028 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Agreement

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

We, the undersigned, being the people entitled to vote on the Resolutions on the circulation date, hereby irrevocably agree to the Resolutions.

Signed:
Robert Colver


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Signed:
Julian Mountford

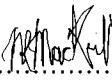
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Robert Price

Date: 09 / 26 / 2023
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Kenneth Ramsden

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Nigel Mackrill

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Ben Matharu

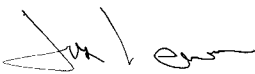
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Jon Lawrence

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Matthew Gauler

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Signed:
Paul Smitherman

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Antonio Hernandez

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Charanjit Sian

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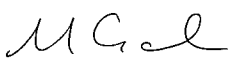
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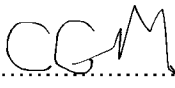
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Henry Raker

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for and on behalf of
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John Croskell

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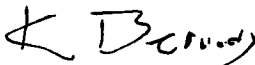
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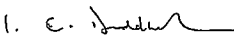
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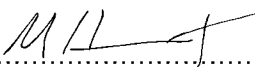
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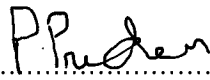
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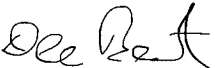
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
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Tom Jelinek

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Tom Jelinek

27 / 09 / 2023

Date:

Signed:
Nick Cawley

Date:

Signed:
for and on behalf of
UK FF Nominees Limited

Date:

Signed:
David Scott

26 / 09 / 2023
Date:

Signed:
for and on behalf of
Vascular and Thrombosis Experts Limited

26 / 09 / 2023
Date:

NOTES


1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand, by post (The Old Vicarage, No. 51, St. John Street, Ashbourne DE6 1GP) or by email (kevin.douglas@alertive.co.uk). If you do not agree at all with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, on or prior to the expiry of 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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 to the Company.

Signed:
Tom Jelinek

Date:

Signed:
Nick Cawley

Date:

Signed UK FF NOMINEES LIMITED acting by its director
CSC DIRECTORS (NO.1) LIMITED in turn acting by a
director: 

Date:27/09/2023.....

.....

Director

Signed:
David Scott

Date:

Signed:
for and on behalf of
Vascular and Thrombosis Experts Limited

Date:

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