

COMPANY NUMBER: 05132505

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

HELPERBY THERAPEUTICS GROUP LIMITED (the Company)

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as an ordinary and special resolutions on 29 September 2023:

ORDINARY RESOLUTIONS

- I. THAT the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £19,501 and this authority shall:
 - A. expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) five years after the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
 - B. apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in addition to all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006, to the extent they are unused.

SPECIAL RESOLUTIONS

2. THAT the articles of association, attached, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AND

3. THAT the terms of the subscription agreement between the Company, UK FF Nominees Limited, James Gaskell, and Burton RM 1951 Settlement Trust is approved, and the Company is authorised to enter into and execute such agreement.

DocuSigned by:
James Plipson
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Director

Date: 12 October 2023

