

Company number: 06439969

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

EXONAR LIMITED

(the "Company")

Circulation date: 4 July 2022

Passed on: 4 July 2022

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (together, the "**Resolutions**").

Ordinary Resolutions

1. THAT the:

- 1.1. 39,976,471 A ordinary shares of £0.0001 each in the capital of the Company be and hereby are redesignated as 39,976,471 Ordinary shares of £0.0001 each in the capital of the Company ("**Ordinary Shares**");
- 1.2. 2,600,000 B ordinary shares of £0.0001 each in the capital of the Company be and hereby are redesignated as 2,600,000 Ordinary Shares;
- 1.3. 28,056,419 A Preference shares of £0.0001 each in the capital of the Company be and hereby are redesignated as 28,056,419 Ordinary Shares;

1.4. 58,249,125 B Preference shares of £0.0001 each in the capital of the Company be and hereby are redesignated as 58,249,125 Ordinary Shares; and

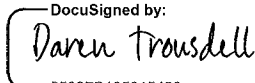
1.5. 1,500,000 C ordinary shares of £0.0001 each in the capital of the Company be and hereby are redesignated as 1,500,000 Ordinary Shares,

in each case, such Ordinary Shares having the rights and being subject to the restrictions as set out in the New Articles (as defined below).

Special Resolution

2. **THAT**, the new articles of association (the "**New Articles**") contained in the document attached to these written resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

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

Signed:  5589FB195315439.....
Name: Daren Trousdell
(PRINT NAME)

For and on behalf of **NOWVERTICAL UK LTD:**

Date: 4 July 2022
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NOTES

- 1 If you agree with the Resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - 1.1 **by hand:** delivering the signed copy to Lizzie Wilson at Merlin Place, Milton Road, Cambridge CB4 0DP;
 - 1.2 **by post:** returning the signed copy by post to Lizzie Wilson at Merlin Place, Milton Road, Cambridge CB4 0DP;
 - 1.3 **by email:** by attaching a scanned copy of the signed document to an email and sending it to lizzie.wilson@taylorvinters.com. Please enter 'Written resolutions – Exonar Limited' in the email subject box; or
 - 1.4 **by DocuSign:** by completing the envelope.
- 2 If there are no Resolutions that 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 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
- 5 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.