

CRN: 06888906

## THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

-of-

FILTERED TECHNOLOGIES LIMITED

("Company")

circulated on 22 July 2021 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") propose that resolution 1 be passed as an ordinary resolution and resolutions 2-3 be passed as special resolutions of the Company (together "Resolutions" and each a "Resolution").

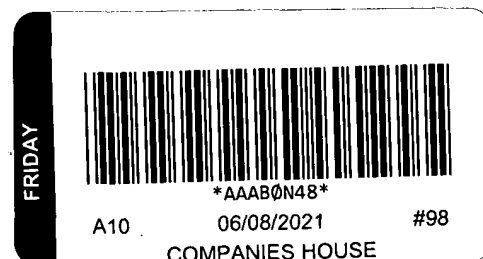
## ORDINARY RESOLUTION

## 1. Allotment of shares

THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security in the Company up to an aggregate nominal value of:

- (a) £1.6142 pursuant to the Company's EMI share option plan dated 5 December 2014; and
- (b) £0.5219 pursuant to a non-qualifying option agreement dated 27 April 2020 between (1) the Company and (2) Philip Padfield (the "Option Agreement"),

provided that the authority shall, unless renewed, varied or revoked by the Company prior to such date, expire twelve months following the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would require the shares to be allotted and the Company may



allot the shares 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 or rights already made or offered or agreed to be made pursuant to such authorities.

#### **SPECIAL RESOLUTIONS**

**2. Articles of association**

**THAT**, the draft articles of association appended to these Resolutions be adopted as the articles of association of the Company ("**New Articles**"), in substitution for, and to the exclusion of, the current articles of association of the Company, with immediate effect.

**3. Disapplication of pre-emption rights**

**THAT**, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) as if section 561(1) of the CA 2006 and article 8.2, article 8.3, article 8.4, article 8.5, article 8.6 and article 8.7 of the New Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of:

- (a) £5.3285 pursuant to an investment agreement to be entered into with Capita Business Services Ltd; and
- (b) £0.5219 pursuant to the Option Agreement and

expire on the date being one year from the date of these Resolutions (unless renewed, varied or revoked by the Company prior to 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 signing your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the above Resolutions on the Circulation  
Date noted above, hereby irrevocably approves the Resolutions set out above.



.....  
Signed for and on behalf of

**THE CITY AND GUILDS OF LONDON INSTITUTE**

22 July 2021  
Date .....

.....  
Signed for and on behalf of

**MAVEN INCOME AND GROWTH VCT PLC**

Date .....

.....  
Signed for and on behalf of

**MAVEN INCOME AND GROWTH VCT 3 PLC**

Date .....

.....  
Signed for and on behalf of


**MAVEN INCOME AND GROWTH VCT 4 PLC**

Date .....

The undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date noted above, hereby irrevocably approves the Resolutions set out above.

.....  
Signed for and on behalf of  
**THE CITY AND GUILDS OF LONDON INSTITUTE**

Date .....

  
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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT PLC**

Date 22 July 2021  
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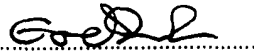
Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 3 PLC**

Date 22 July 2021  
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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 4 PLC**

Date 22 July 2021  
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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 5 PLC**

22 July 2021  
Date .....

.....  
**MARC ZAO-SANDERS**

Date .....

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**VINITKUMAR PATEL**

Date .....

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**CHRISTOPHER LITTLEWOOD**

Date .....

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**SIMON HURST**

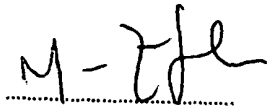
Date .....

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**ADAM LACEY**

Date .....

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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 5 PLC**

Date .....



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**MARC ZAO-SANDERS**

22 July 2021  
Date .....

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**VINITKUMAR PATEL**

Date .....

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**CHRISTOPHER LITTLEWOOD**

Date .....

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**SIMON HURST**

Date .....

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**ADAM LACEY**

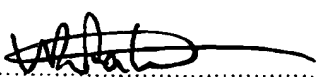
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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 5 PLC**

Date .....

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**MARC ZAO-SANDERS**

Date .....

  
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**VINITKUMAR PATEL**

22 July 2021  
Date .....

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**CHRISTOPHER LITTLEWOOD**

Date .....

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**SIMON HURST**

Date .....

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**ADAM LACEY**

Date .....

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Signed for and on behalf of

**MAVEN INCOME AND GROWTH VCT 5 PLC**

Date .....

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**MARC ZAO-SANDERS**

Date .....

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**VINITKUMAR PATEL**

Date .....

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**CHRISTOPHER LITTLEWOOD**

Date 22 July 2021 .....

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**SIMON HURST**

Date .....

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**ADAM LACEY**



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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT'S PLC**

Date .....

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**MARC ZAO-SANDERS**

Date .....

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**VINITKUMAR PATEL**

Date .....

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**CHRISTOPHER LITTLEWOOD**

Date .....

  
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**SIMON HURST**

22 July 2021  
Date .....

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**ADAM LACEY**

Date .....

**JOSE WEHNES**

Date

22 July

*Jose Wehnes*  
2021

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**DONALD TAYLOR**

Date .....

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**GREG DETRE**

Date .....

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Signed for and on behalf of  
**MAVEN INCOME AND GROWTH VCT 5 PLC**

Date .....

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**MARC ZAO-SANDERS**

Date .....

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**VINITKUMAR PATEL**

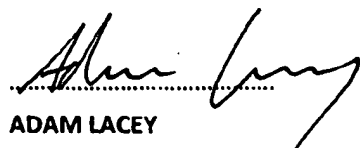
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**CHRISTOPHER LITTLEWOOD**

Date .....

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**SIMON HURST**

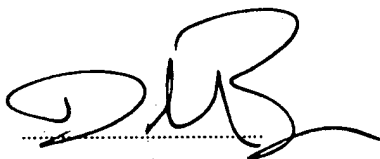
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**ADAM LACEY**

Date .. 22 July 2021

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**JOSE WEHNES**

Date .....

A handwritten signature in black ink, appearing to be 'DTB' with a long horizontal stroke extending to the right.

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**DONALD TAYLOR**

Date ..... 22 July 2021 .....

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**GREG DETRE**

Date .....

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**JOSE WEHNES**

Date .....

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**DONALD TAYLOR**

Date .....



**GREG DETRE**

22 July 2021  
Date .....