

Company No. 07251939

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDER WRITTEN RESOLUTION

of

Earnside Energy Limited (the "Company")

Circulated on January 9th 2024
(the "Circulation Date")

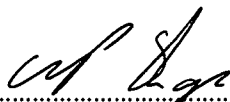
Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**CA 2006**"), the directors of the Company propose the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

1. **THAT** the articles of association attached hereto at "Appendix 1" (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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

The undersigned, being the person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



Earnside Energy Holdings Ltd

Anthony Peter Sharpe

Date: January 9th 2024



EUROPE/72531465v3

NOTES:

- 1 *If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by one of the following methods:*
 - (i) *By hand or by post: by returning the original signed document to Watson Farley & Williams LLP, 15 Appold Street, London, EC2A 2HB (marked for attention: Mark Tooke, Jamie Tiru and Jonathan Ford);*
 - (ii) *By e-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to MTooke@wfw.com, jtiru@wfw.com, and JFord@wfw.com. Please enter "Written resolution" in the e-mail subject box.*
- 2 *If you return the signed document by e-mail, please also forward the original signed document by hand or by post to the address noted at (i) above for the company to keep with its records.*
- 3 *If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.*
- 4 *Once the Company has received your agreement to the Resolution, you may not revoke your agreement.*
- 5 *Unless, by the end of 28 calendar days, your agreement to the Resolution has been received, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.*

APPENDIX 1

New Articles

Earnside Energy Limited
(Company number: 07251939)
(the "Company")

**Written resolutions of the board of directors of the Company
dated January 9th 2024**

1 WRITTEN RESOLUTIONS

We, the undersigned, being all of the directors of the Company hereby adopt the following resolutions unanimously by signing these written resolutions pursuant to the articles of association of the Company (the "**Articles**").

2 DIRECTORS' DUTIES AND DECLARATION OF INTERESTS

2.1 The directors hereby acknowledge their respective statutory duties under sections 171 to 177 and section 182 of the Companies Act 2006 ("**CA 2006**"), and in particular the duty to promote the success of the Company for the benefit of its members as a whole under section 172 CA 2006, the duty to avoid situations in which they have, or can have, a conflict or possible conflict ("**Situational Conflict**") with the Company's interests (section 175(1) CA 2006) and the duty of directors to declare their respective interests in relation to any proposed (section 177 CA 2006) and/or existing (section 182 CA 2006) transactions and arrangements with the Company ("**Transactional Conflict**").

2.2 It is noted that these duties are the personal responsibility of each director and not the Company. Only the directors are ultimately aware of any actual or potential conflicts of interest or interests to declare and they should ensure that they keep these duties under review and inform the other directors on an ongoing basis of any change in their respective positions.

Each director, by signing these written resolutions, confirms that they are not aware of any Situational Conflict or Transactional Conflict for the purposes of the CA 2006 requiring authorisation or otherwise requiring to be declared pursuant to CA 2006 or the Company's articles of association.

3 Background

3.1 It is noted that the Company forms part of the Bio Capital group of companies (the "**BCL Group**"). The BCL Group intends to standardise the articles of association of certain companies in the BCL Group to align the BCL Group's corporate governance procedures.

3.2 It has been proposed that the existing memorandum and articles of association of the Company be replaced in their entirety by adoption of the new articles of association in the form appended to these written resolutions at Annex A (the "**New Articles**"), by the sole shareholder of the Company approving such adoption as a special resolution.

4 DOCUMENTS

4.1 Near final drafts of the following documents (the "**Documents**") have been circulated to the directors at the same time as these written resolutions:

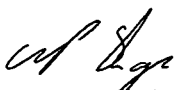
- (a) the proposed written resolution to be circulated to the sole shareholder of the Company for purposes of approving the adoption of the New Articles as a special resolution (the "Shareholder Resolutions");
 - (b) the New Articles.
- 4.2 Each of the directors have had the opportunity to review the Documents and raise any questions that they may have had in relation to them.

5 PURPOSE OF THE RESOLUTIONS

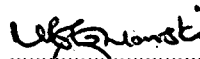
It is noted that the purpose of these resolutions is to consider, and if thought fit, approve the circulation of the Shareholder Resolutions, substantially in the form attached at Annex B, to the sole shareholder of the Company.

6 RESOLUTIONS


- 6.1 After due and careful consideration of the purpose of this meeting, including consideration of the matters referred to in section 172(1) CA 2006, **IT IS HEREBY RESOLVED THAT:**
- (a) the matters contemplated in these resolutions would promote the success of the Company for the benefit of its members as a whole; and
 - (b) the form of the Shareholder Resolutions attached to these resolutions be and is hereby approved and should be circulated to the sole shareholder of the Company; and
 - (c) subject to such Shareholder Resolutions being duly passed by the sole shareholder of the Company, any director or the company secretary be instructed to arrange for the filing with the Registrar of Companies of the following:
 - (i) a signed copy of the Shareholder Resolutions; [and]
 - (ii) a copy of the New Articles[.];[and]
 - (iii) form CC04 (*statement of company's objects*) in respect of the New Articles.]
 - (d) any director be authorised to sign, execute and deal with all other documents, acts and things as may be necessary or desirable in connection with the above resolutions or any Documents and/or the matters referred to therein or contemplated thereby.



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Anthony Peter Sharpe
Director
Date: 16/01/2024



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Mary Bethan Czulowski
Director
Date: 16/01/2024

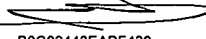
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Paul Ellis Gill
Director
Date: 1/17/2024

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Itai Raanan
Director
Date:

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Michael Fishwick
Director
Date:

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Paul Ellis Gill
Director
Date:

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.....B0C83443EABF439.....
Itai Raanan
Director
Date: 1/16/2024

.....
Michael Fishwick
Director
Date:

.....
Paul Ellis Gill
Director
Date:

.....
Itai Raanan
Director
Date:

DocuSigned by:
Mick Fishwick
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Michael Fishwick
Director
Date: 1/16/2024

ANNEX A
New Articles

ANNEX B

Shareholder Resolutions