

COMPANY NUMBER: 07962674
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
TERRAFEND LTD
(the Company)

Circulation date: 6 February 2024 (the **Circulation Date**)

(Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act))

The undersigned, being the shareholders of the Company entitled to vote (or otherwise entitled to vote as such pursuant to the Company’s articles of association), hereby pass resolutions 1 and 2 below as special resolutions and resolutions 3 and 4 below as ordinary resolutions (the **Resolutions**) as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT** the draft articles of association attached to these Resolutions be approved and 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.

2. **THAT**, subject to the passing of resolutions 1 and 4 and in accordance with section 570 of the Act, the directors of the Company (**Directors**) be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the Act and article 9 of the Company’s articles of association did not apply to any such allotment, provided that this power shall:
 - a) be limited to the allotment of equity securities up to an aggregate nominal amount of £581; and
 - b) expire on the fifth anniversary of the date of these Resolutions (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.

ORDINARY RESOLUTIONS

3. **THAT**, the ordinary shares of £0.0001 each set out below be redesignated as A shares of £0.0001 each, as set out below, such shares having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.

Shareholder	Pre-Redesignation	Post Redesignation
Carl Stanley	1,038,271 ordinary shares of £0.0001 each	1,038,271 A shares of £0.0001 each
Robert Sands	1,038,271 ordinary shares of £0.0001 each	1,038,271 A shares of £0.0001 each

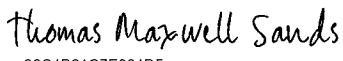
4. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £581 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot 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, other than the authority granted in accordance with the written resolution of the Company dated 30 November 2021 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.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions, hereby irrevocably agree to the Resolutions as indicated above.


DocuSigned by:

.....96C4B24G7E064D5.....
THOMAS SANDS

Date: 6 February 2024

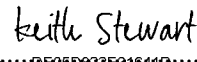
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.....GB9D059B54864G4.....
ROBERT SANDS

Date: 6 February 2024

DocuSigned by:

.....643F2EDFEE2484.....
ASPREMONT LIMITED

Date: 6 February 2024


DocuSigned by:

.....DE03D922E91641D.....
KEITH STEWART

Date: 6 February 2024


DocuSigned by:

.....D6EF3C8527D44AE.....
CLAIRE MCCATHIE

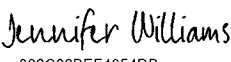
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DocuSigned by:

.....F900A1E03B4D4A8.....
NICHOLAS PENDLETON


Date: 6 February 2024

DocuSigned by:

.....1CA207076E504CZ.....
**PLATFORM SECURITIES
NOMINEES LIMITED a/c KKCLT**

Date: 6 February 2024

DocuSigned by:

.....802C66BEF4054DB.....
JENNIFER WILLIAMS

Date: 6 February 2024

DocuSigned by:

.....958EB224A83648D.....
CARL STANLEY

Date: 6 February 2024

DocuSigned by:

.....479AD1B63B6049E.....
BENJAMIN PARKER

Date: 6 February 2024

DocuSigned by:


.....9C6EFOA06E1B42B.....
TIMOTHY LYONS

Date: 6 February 2024

DocuSigned by:

.....66FB0786262D41D.....
ROBERT CLARK

Date: 6 February 2024

DocuSigned by:

.....46BE47FEC9A54A0.....
JEREMY ROWSON

Date: 6 February 2024

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.....90E9BF77FA1F426.....
CHRISTOPHER LILLINGTON-PRICE

Date: 6 February 2024

DocuSigned by:

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BRIGITTE MARIE PIERRE HUNT

Date: 6 February 2024

DocuSigned by:

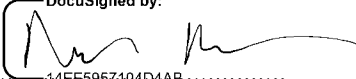
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MICHAEL PENNY

Date: 6 February 2024

DocuSigned by:

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JONATHAN COLLINS

Date: 6 February 2024

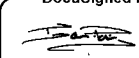
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ALLENBY CAPITAL LIMITED

Date: 6 February 2024

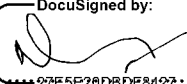
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HUGO JAMES

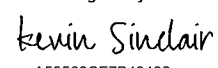
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IAN PAIN

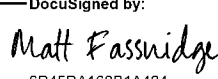
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MIKE RAMSAY

Date: 6 February 2024

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KEVIN SINCLAIR

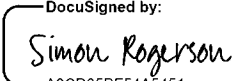
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CROWDCUBE NOMINEES LIMITED

Date:

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SMITH & WILLIAMSON NOMINEES

Date:

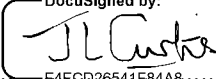
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SIMON ROGERSON

Date: 6 February 2024

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JEREMY HEAP

Date: 6 February 2024

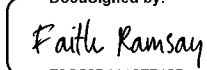
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JULIAN CURTIS

Date: 6 February 2024

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ANTHONY LAIKER

Date: 6 February 2024

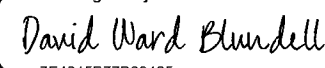
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FAITH RAMSAY

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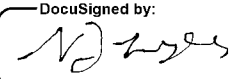
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CHRISTOPHER REDFERN

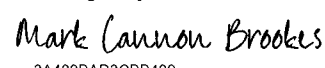
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DAVID WARD BLUNDELL

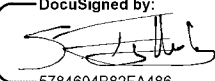
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NICHOLAS HUGHES

Date: 6 February 2024

DocuSigned by:

2A489BAD3CBB409.....
MARK CANNON BROOKES

Date: 6 February 2024

DocuSigned by:

5784604B82FA486.....
MONTBLU INVESTMENTS s.à r.l.

Date: 6 February 2024

.....
JONATHAN COLLINS

Date:

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JEREMY HEAP

Date:

.....
ALLENBY CAPITAL LIMITED

Date:

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JULIAN CURTIS

Date:

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HUGO JAMES

Date:

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ANTHONY LAIKER

Date:

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IAN PAIN

Date:

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FAITH RAMSAY

Date:

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MIKE RAMSAY

Date:

.....
CHRISTOPHER REDFERN

Date:

.....
KEVIN SINCLAIR

Date:

.....
DAVID WARD BLUNDELL

Date:

SIGNED AND DELIVERED AS A DEED BY
SMITH & WILLIAMSON NOMINEES LIMITED
ACTING BY TWO AUTHORISED SIGNATORIES,
AUTHORISED SIGNATORY

CROWDCUBE NOMINEES LIMITED

AUTHORISED SIGNATORY

Date:

.....
SMITH & WILLIAMSON NOMINEES

Date: 18/1/2024

.....
NICHOLAS HUGHES

Date:

.....
MARK CANNON BROOKES

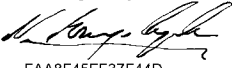
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SIMON ROGERSON

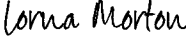
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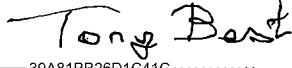
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DocuSigned by:

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NICK MONEY-KYRLE

Date: 6 February 2024

DocuSigned by:

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JEHOVA GUERNSEY HOLDING LIMITED

Date: 6 February 2024

DocuSigned by:

80A84BB26D4G44G.....
ANTHONY BEST

Date: 6 February 2024

DocuSigned by:

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BENJAMIN GILL

Date: 6 February 2024

DocuSigned by:

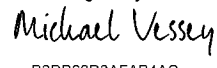
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STRAWBERRY HILL NOMINEES LIMITED

Date:

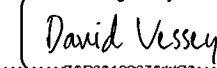
DocuSigned by:

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DAVID EVANS

Date: 6 February 2024

DocuSigned by:

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MICHAEL VESSEY

Date: 6 February 2024

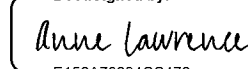
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DAVID VESSEY

Date: 6 February 2024

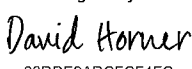
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DOROTHY BEAN

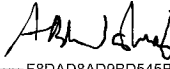
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ANNE LAWRENCE

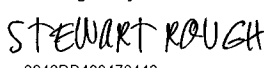
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DocuSigned by:

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DAVID HORNER

Date: 6 February 2024

DocuSigned by:

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ALEXANDER WOOLRICH

Date: 6 February 2024


DocuSigned by:

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STEWART ROUGH


Date: 6 February 2024

DocuSigned by:

182EC718D6534BE.....
CHARLES BREESE


Date: 6 February 2024

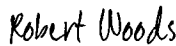
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.....AA50B561AFB84A7.....
BRENT MEERVELD
Date: 6 February 2024


DocuSigned by:

.....590D848E30CF474.....
ALAN MACDONALD
Date: 6 February 2024


DocuSigned by:

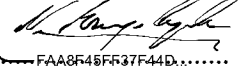
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MARCUS BREESE
Date: 6 February 2024

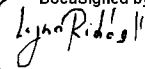
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JONATHAN BEAN
Date: 6 February 2024

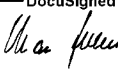
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ROBERT WOODS
Date: 6 February 2024

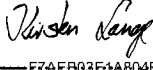
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CHRISTOPHER PINK
Date: 6 February 2024

DocuSigned by:

.....D26E68ABDD2942A.....
JEREMIAH FASHE
Date: 6 February 2024

DocuSigned by:

.....FAA8F48FF537F44D.....
FYNAMORE ASSET MANAGEMENT LTD
Date: 6 February 2024


DocuSigned by:

.....89964D93ED1E41D.....
LYNN RIDDELL
Date: 6 February 2024

DocuSigned by:

.....EB7D7F5D79C94C6.....
CHRISTIAN SCHELLER
Date: 6 February 2024

DocuSigned by:

.....F7AEB93E1A804E6.....
KIRSTEN LANGE
Date: 6 February 2024

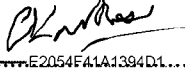
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JULIAN BENKERT
Date: 6 February 2024

DocuSigned by:

.....FA1B44754C8C4F5.....
STEVEN MCCRYSTAL
Date: 6 February 2024

DocuSigned by:

.....3F3F1799E0F5A02.....
BRIAN FITZPATRICK
Date: 6 February 2024

DocuSigned by:

.....E2054F41A1394D1.....
BIXX TECH LIMITED
Date: 6 February 2024

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering a signed copy by hand to any director of the Company or to Capital Law at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **Post:** returning a signed copy by post to the Company at its registered office or to Capital Law at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **E-mail:** by attaching a scanned copy of the signed document and emailing it to s.hale@capitallaw.co.uk. Please enter "Resolutions" in the e-mail subject box.

If you do not agree to 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, by 23:59 on the date which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it 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.