

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**GROWTH CAPITAL VENTURES LIMITED**  
**COMPANY NUMBER: 08155332**  
**(THE "COMPANY")**



**PASSED ON: 12<sup>th</sup> JUNE**

**2020**

Resolutions A and B were duly passed as an ordinary resolutions and resolutions C and D were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTIONS**

- (A) THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in substitution for any existing authority conferred on them to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares ("Rights") up to an aggregate nominal amount of £679.41 for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors may allot Shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006.

- (B) THAT, subject to the passing of Resolution (C) below, the issued share capital of the Company be altered by re-classifying each of the following issued B Ordinary Shares of £0.00001 each as a C Ordinary Share of £0.00001 each:

Shareholder	Number of B Ordinary Shares to be re-classified as C Ordinary Shares
Maven Income and Growth VCT PLC (registered no. 3908220)	15,007,707
Maven Income and Growth VCT 3 PLC (registered no. 4283350)	14,978,907
Maven Income and Growth VCT 4 PLC (registered no. SC272568)	32,829,359
Maven Income and Growth VCT 5 PLC	13,601,634

(registered no.4084875)	
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with such shares having the rights and being subject to the restrictions set out in the New Articles (as defined in Resolution (C) below).

**SPECIAL RESOLUTIONS**

- (C) THAT the new articles of association in the form attached hereto (**New Articles**) and, for identification purposes only, initialled on the front page by any director, be hereby adopted in substitution for and to the exclusion of all other articles of association of the Company.
- (D) THAT, subject to the passing of Resolutions (A) and (C) and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act and article 7 of the New Articles did not apply to any such allotment.

Signed:

*Graig Peterson*  
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Director