

ESSOR LIMITED
(the "Company")

Company Number:
08368703

Companies Act 2006
Written Resolutions of the Members
(Proposed by the Board of Directors)

Circulation Date: **12/11** / 2021 (the "**Circulation Date**")

In accordance with Part 13, Chapter 2 of the Companies Act 2006 (the "**CA 2006**"), the directors propose that the resolutions set out below be submitted to the eligible members of the company as written resolutions with the first such resolution being passed as an ordinary resolution and the second such resolution being passed as a special resolution (the "**Resolutions**").

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the CA 2006 and article 29.2, of the Company's articles of association (**Articles**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £23.12 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 October 2021.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and in accordance with article 30.2 of the Articles, the Directors be generally empowered to allot equity securities pursuant to the authority conferred by resolution 2 without such equity securities being offered to the members of the Company on the same terms and at the same price, as those equity securities are being offered to such other person on a pari passu basis and pro rata to the nominal value of shares held by those members.

AGREEMENT

Please read the notes before indicating your agreement to the Resolutions.

We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Resolutions in accordance with the acceptance procedure set out below.

The Members:


Nicolas Jacquart

12/11/2021
Date of Signature


Oliver Mennick-Levene

12/11/2021
Date of Signature


For and on behalf of Pembroke VCT PLC

12/11/2021
Date of Signature

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document within the space provided and return it to the Company.
2. If you are indicating agreement to the Resolutions 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 with your indication of agreement.
3. Please note that once you have agreed to the Resolutions, you may not revoke your agreement.
4. If you do not agree to the Resolutions, you do not have to do anything further: you will not be deemed to agree if you fail to reply.
5. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you therefore agree to the Resolutions please ensure that it is received by the Company within 28 days of the Circulation Date.