

**Company Number 08388093**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**PRINT OF WRITTEN RESOLUTIONS**  
**OF**  
**SABERR LIMITED (THE "COMPANY")**  
**passed on 24 February 2021**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution 1 was passed as an ordinary resolution and resolutions 2 and 3 were passed as special resolutions.

**ORDINARY RESOLUTION**

1. **THAT** the directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £31 pursuant to a convertible loan agreement to be entered into between (1) the Company, (2) UK FF Nominees Ltd and (3) the Other Lenders (as defined in such agreement) on or after the date of these Resolutions, provided that the authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the directors may allot shares in the Company or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired. This authority is in addition to all subsisting authorities to the extent unused.

**SPECIAL RESOLUTION**

2. **THAT**, in respect of any allotment and issue of equity securities or the grant of rights to subscribe for or convert any security into shares pursuant to the authority conferred by Resolution 1 above, any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the Act), be and are hereby dis-applied or otherwise waived.
3. **THAT** the articles of association of the Company be amended by the addition of the provisions set out below:

(a) The following be added as new definitions in Article 2:

"**FF CLA**" means the convertible loan agreement entered into between, inter alios, the Company and UK FF pursuant to the British Business Bank Future Fund scheme;

"**UK FF**" means UK FF Nominees Limited or any of its Associated Government Entities (as defined in the FF CLA)."


(b) The definition of "Transfer Price" shall be amended by the deletion of "and" at the end of such definition;

(c) The definition of "Trustees" shall be deleted and replaced with the following:

"Trustees" in relation to a Shareholder means the trustee or the trustees of a Family Trust; and

(d) The following be added as a new Article 10.14:

"UK FF may transfer the convertible loan held by it pursuant to the FF CLA and/or any shares issued on conversion of such convertible loan in accordance with the terms of the FF CLA, including, without limitation, in respect of any transfer to any Associated Government Entities, an Institutional Investor or pursuant to the Put Option (in each case, as defined in the FF CLA)."

DocuSigned by:  
  
9B06C43D3907427...

Director duly authorised for and on

behalf of **SABERR LIMITED**