

Company number: 08553682

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

REACTA BIOTECH LIMITED

Circulation date: 19 June 2023

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as special resolutions of the Company (as indicated):

ORDINARY RESOLUTION

1. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised under section 551 Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (those shares and rights being together referred to as **Relevant Securities**) up to:
 - (a) a maximum of 220,000 Ordinary Shares of £0.001 each at a subscription price of £7.00 each to existing shareholders of the Company on a pro-rata basis to their existing shareholdings in the Company (the **First New Shares**);
 - (b) a maximum of a further 1,100,000 Ordinary Shares of £0.001 each at a subscription price of £1.40 (the **Second New Shares**) each to those of the existing shareholders of the Company who take up their entire pro-rata entitlement to the First New Shares,

PROVIDED THAT the total number of Ordinary Shares which may be issued pursuant to paragraphs (a) and (b) shall not exceed such number of First New Shares and Second New Shares as have an aggregate subscription price equal to £1,540,000; and
 - (c) a maximum of a further 210,000 Ordinary Shares of value of £0.01 each at a subscription price of £7.00 each to those persons at the times and generally on the terms and conditions as the directors may determine(subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of that period and the directors of the Company may allot Relevant Securities under that offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

2. **THAT**, subject to and conditional on the passing of the resolution numbered 1 in this written resolution and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered to allot equity securities (as defined in section 560 Companies Act 2006) under the authority conferred on them by resolution 1 (b) and 1(c) as if the provisions of article 12.2 to 12.7 of the articles of association of the Company did not apply to those allotments.


SPECIAL RESOLUTION

3. **THAT** the articles of association of the Company be amended as follows:
the definition below shall be deleted:
"Investor Supermajority" means all of Praetura, DBW and MGL;
and replaced with the definition below:
"Investor Supermajority" means all of DBW and MGL;'

The persons named below, being all the persons eligible to vote on the above resolutions on the circulation date, irrevocably agree to each of those resolutions.

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Elizabeth Naomi Clare Lambert

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Ashley Woodcock


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Peter McPartland

.....
For and on behalf of Moulton Goodies Limited

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Fiona Woodcock

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Hannah Woodcock

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Duncan Cowburn

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David Youngman


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For and on behalf of WCS Nominees Limited

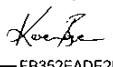
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Elizabeth Naomi Clare Lambert

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Ashley Woodcock

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Peter McPartland

DocuSigned by:

CFD734307264474
Joette Goasdoue

DocuSigned by:

FB352EAD2FD421...
Keren Bowen

.....
For and on behalf of Anson Limited and Cabot Limited as Directors of Moulton Goodies Limited

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Fiona Woodcock

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Hannah Woodcock

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Duncan Cowburn

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David Youngman

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For and on behalf of WCS Nominees Limited

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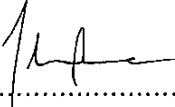
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Fiona Woodcock

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Hannah Woodcock

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Duncan Cowburn

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David Youngman


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For and on behalf of WCS Nominees Limited

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Malcolm Cooke

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Ian Currie

Brett Haumann

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Richard Owens

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Christopher Hopkinson

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Andrew Parker

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Ian Sackfield

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Alexandra Parker

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Andrew Allan

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Christopher Oglesby

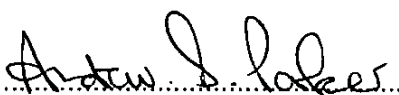
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Malcolm Cooke

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Ian Currie

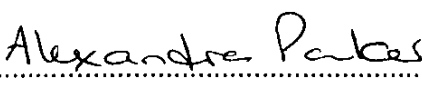
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Alexandra Parker

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Andrew Allan


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Christopher Oglesby

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Amanda Cowburn

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Yvonne McPartland

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For and on behalf of Acceleris Capital Limited

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For and on behalf of MEU Solutions Ltd

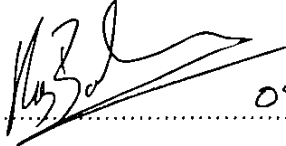
 09/07/23
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Claire Louise Barker

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Lesley Barker

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Roberta Re

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Martin Wickham

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Paul Abrahams

 09/05/23
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Robert Barker

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Amanda Cowburn

Yvonne McPartland

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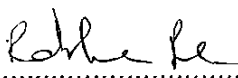
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Yvonne McPartland

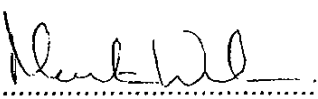
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Paul Abrahams

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Robert Barker

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For and on behalf of DBW Investments (3) Limited

Chris O'Driscoll

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For and on behalf of MNL Nominees Limited

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Donald Williams

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Jayne Blythin

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John Barker

Chris O'Driscoll

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For and on behalf of MNL (BBI) Nominees Limited

Date:

NOTES:

1. If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:
 - **By hand:** delivering the signed copy to Simon Thorn of KPMG Acceleris, No 1 Circle Square, 3 Symphony Park, Manchester, M1 7FS.
 - **Post:** returning the signed copy by post to Simon Thorn of KPMG Acceleris, No 1 Circle Square, 3 Symphony Park, Manchester, M1 7FS.
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to simonthorn@kpmgacceleris.co.uk . Please enter "Written resolution dated [circulation date]" in the e-mail subject box.
 - **DocuSign:** By signing and returning the signed copy via DocuSign.

If you do not agree with 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. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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For and on behalf of DBW Investments (3) Limited

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For and on behalf of MNL Nominees Limited

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Donald Williams

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Jayne Blythin

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John Barker

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For and on behalf of MNL (BBI) Nominees Limited

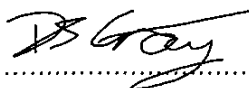
Date:

4 July 2023

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For and on behalf of MNL Nominees Limited


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John Barker

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For and on behalf of MNL (BBI) Nominees Limited

Date: 17 July 2023

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5. 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.