

Company number: 08863657

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

CMR SURGICAL LIMITED (the "Company")

24 July 2023 (the "**Circulation Date**")

WRITTEN RESOLUTIONS

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that be passed, in the case of Resolutions 1 and 2, as ordinary resolutions, and, in the case of Resolution 3 as a special resolution (the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorized for the purposes of section 551 of the Companies Act 2006 to exercise all 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, up to a maximum aggregate nominal amount of £15,154.7351, provided that:
 - a. the authority granted under this resolution shall expire five years after the passing of this resolution;
 - b. the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - c. the authority granted under this resolution 1 shall only be used in respect of the investment in the Company by way of an aggregate £150,000,000 unsecured convertible loan (the "**Convertible Loans**") pursuant to the terms of a convertible loan note instrument to be entered into by the Company on or around the date hereof and to allot securities in connection with the issue and/or the conversion of such Convertible Loans.

This authority is in addition to all subsisting authorities.

2. **THAT**, subject to the passing of Resolution 1, the directors be generally and unconditionally authorized for the purpose of article 10.2 of the Company's articles of association adopted on 28 June 2021 (the "**Articles**") to capitalize the share premium account of the Company and issue bonus shares, if and to the extent necessary for the purposes of article 10.1 of the Articles.

SPECIAL RESOLUTIONs

3. **THAT**, subject to the passing of Resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to those set out in article 12.3 of the Articles or the Act) in respect of the allotment and issue of shares made by the directors pursuant to the authority conferred upon them by Resolution 1, be and hereby are waived or otherwise disapplied.

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

DocuSigned by:
Robert Sprawson
EEAD6093646B42E.....

Name:

Robert Sprawson
(PRINT NAME)

For and on behalf of:

Cambridge Innovation Capital I Limited
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date:

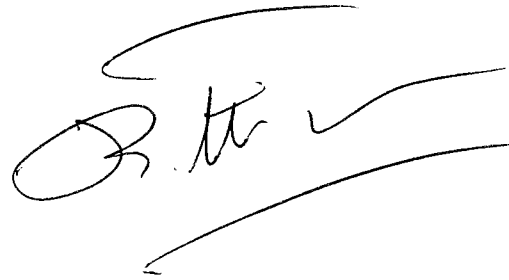
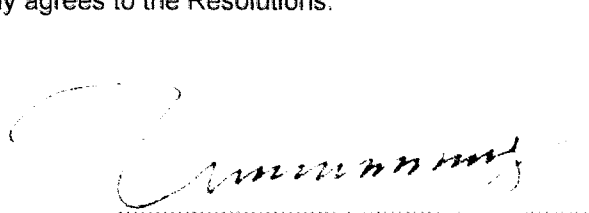
24 July 2023

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Signed:



Name:

Antonis Chrysanthou
(PRINT NAME)

For and on behalf of:

Escala Capital Investments Cyprus Limited
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date:

24 July 2023


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Signed:

DocuSigned by:



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Name: Jonathan Duckles
(PRINT NAME)

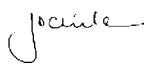
For and on behalf of: SB Investment Advisers (US), Inc
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date: 24 July 2023

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Signed: 

Name: John Chilman
(PRINT NAME)

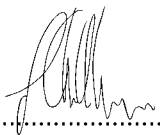
For and on behalf of: **Railways Pension Trustee Company Limited** (in its capacity as trustee of the Railways Pension Schemes) acting by way of its authorised agent Railway Pension Investments Limited

Date: 24 July 2023

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Signed: 

Name: Anders Wilhelmsen
.....
(PRINT NAME)

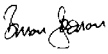
For and on behalf of: Watrium
.....
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date: 24.07.2023
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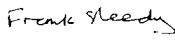
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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: 

Name: Brian Goonan
.....
(PRINT NAME)

Signed: 

Name: Frank Sheedy
.....
(PRINT NAME)

For and on behalf of: Lightrock Growth Fund I S.A.
.....
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date: 24 July 2023

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: Alison Lomax

Name: Alison Lomax, Director
(PRINT NAME)

Signed: D. St

Name: Darren Stainrod, Director
(PRINT NAME)

For and on behalf of: LGT Global Invest Limited
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date: 24 July 2023

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: B. Arnold

Name: BRIGITTE ARNOLD
(PRINT NAME)

Signed: C. Buchli

Name: CHRISTIAN BUCHLI
(PRINT NAME)

For and on behalf of: LAT ZAMM LTD
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date: 24 July 2023

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:


.....

Name:

Pang Andrew Chee On
.....
(PRINT NAME)

For and on behalf of:

ABG WTT-CMR Limited
.....
(COMPLETE IF MEMBER IS A COMPANY OR OTHER ENTITY)

Date:

24 July 2023
.....

NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.