

Company number 09288065
PRIVATE COMPANY LIMITED BY SHARES

PRINT OF
WRITTEN RESOLUTIONS
of
Adjuvo Network Limited
(the "Company")

The following resolutions (A), (B) and (C) were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as ordinary and special resolutions on 30 June 2022 (the "**Resolutions**"), resolution (D) was passed as a consent matter only for the 'A' Shareholder and resolution (E) was voted for by the 'B' Shareholders in accordance with Article 7.4 of the Company's articles of association (the "**Resolutions**").

Ordinary Resolution

- (A) THAT the Board be and is hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all of 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 £8,253 in respect of the allotment and issue of up to 8,253 B Shares, (5,253 of which are to be issued to new investors imminently at a price per share of £414.51 and 3,000 of which were already reserved for the issue of B Shares to satisfy options under the Company's proposed Enterprise Management Incentive option scheme) for a period of five years from the date of this resolution; save that in accordance with section 551(7) of the Companies Act 2006 the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Board may allot shares or grant Rights in pursuance of such offer or agreement as if this authority had not expired.

Special Resolutions

- (B) THAT the new Articles of Association in the form attached hereto be hereby adopted in substitution for and to the exclusion of the existing Articles of Association of the Company.
- (C) THAT the pre-emption rights contained in Article 15.5 of the new Articles of Association to be adopted pursuant to Special Resolution B be hereby waived and dis-applied in respect of the grant of Rights over or the allotment of up to 8,253 B Shares within a period of 5 years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require B Shares to be allotted or Rights to be granted after the expiry of such period and the Board may allot B Shares in pursuance of such offer or agreement as if this authority had not expired.

'A' Shareholder Consent

- (D) THAT the undersigned, if the 'A' Shareholder, consents to (i) the issue of the B Shares referred to in Resolution (A) to the subscribers approved by the Board and to (ii) the transfer of a total of 3,450 B Shares from the existing holders to the following transferees, for all purposes of the existing and new Articles of Association and the Shareholder's Agreement dated 1 June 2015:

Transferee	No. of B Shares
Pumpkin Investments Limited	1,062
TT Nominees Limited	1,062
Tim Throsby	213
Mary Harvey	213
Andrew Dyson	265
James Fairclough	52
Dierdre Donegan	106
Byrley Ltd	106
Rafael Muguero	106
Bectin Limited	265
TOTAL	3,450

'B' Shareholder Vote

- (E) THAT the undersigned, if a 'B' Shareholder, votes in favour of the appointment of Andrew Dyson as 'B' Director (in place of Ross Reason who is stepping down as 'B' Director), in accordance with Article 7.4 of the existing and new Articles of Association.

Signed: *Henry Goode*
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Henry Goode, Company Secretary