

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF
ELDER TECHNOLOGIES LIMITED, Company Number 09803204
(the "Company")

Date: 23 June **2022 (the "Circulation Date")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose the following special resolution and ordinary resolution (the "**Resolutions**").

ORDINARY RESOLUTION

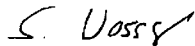
1. **THAT**, pursuant to section 551 of the Companies Act 2006, the directors be and are generally and unconditionally authorised to exercise all powers of the Company (i) to issue up to £4,000,000 convertible loan notes (the "**Loan Stock**") pursuant to the terms of a convertible loan stock instrument entered into by the Company on 7 December 2021 as amended by an amendment and restatement agreement to be entered into by the Company on or around the date this resolution passes (the "**Amended and Restated CLS Agreement**") and a deed of amendment and restatement of loan stock instrument to be entered into by the Company and the Investors (as defined therein) to be entered into by the Company on or around the date this resolution passes (the "**Deed of Amendment and Restatement of Loan Stock Instrument**") (ii) to allot and issue shares in the capital of the Company that may be issued on conversion of the Loan Stock (the "**Shares**") provided that the aggregate nominal amount of such Shares that may be allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £3.20. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares pursuant to an offer or agreement to do so made by the Company before this authority expires.

SPECIAL RESOLUTION


2. **THAT**, the directors of the Company be generally and unconditionally empowered to allot the Loan Stock and the Shares free of all pre-emption rights and/or anti-dilution protection as if articles 7 and 13 of the articles of association of the Company (and any other provision granting pre-emption rights and/or anti-dilution protection in relation to such shares) did not apply to any such allotment.

Please read the notes at the end of this document before signing it.

SIGNATURE PAGE

DocuSigned by:

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Sebastian Wossagk

DocuSigned by:

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Jan-Gisbert Schultze

23 June 2022

For and on behalf of **ACTON FUND V GmbH & CO KG**

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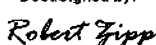
For and on behalf of **HUMMINGBIRD ARKIV NV**

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By **PETER DOWDS**

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For and on behalf of **MAINSRING NOMINEES (2) LIMITED**

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23 June 2022

BOLERO HOLDINGS SARL acting by Robert Zipp in accordance with the laws of the Grand Duchy of Luxembourg pursuant to written resolutions of the managers adopted on 1 June 2022

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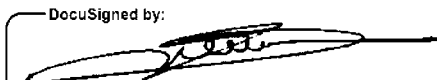
For and on behalf of **COBAN BVBA**

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Sebastian Wossagk

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Jan-Gisbert Schultze

For and on behalf of **ACTON FUND V GmbH & CO KG**

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23 June 2022

For and on behalf of **HUMMINGBIRD ARKIV NV**

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By **PETER DOWDS**

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For and on behalf of **MAINSRING NOMINEES (2) LIMITED**

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For and on behalf of **HUMMINGBIRD ARKIV NV**

Peter Dowds

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23 June 2022

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For and on behalf of **MAINSRING NOMINEES (2) LIMITED**

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For and on behalf of **COBAN BVBA**

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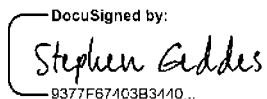
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Sebastian Wossagk

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Jan-Gisbert Schultze

For and on behalf of **ACTON FUND V GmbH & CO KG**

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For and on behalf of **HUMMINGBIRD ARKIV NV**

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By **PETER DOWDS**

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23 June 2022

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For and on behalf of **MAINSRING NOMINEES (2) LIMITED**

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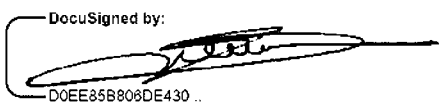
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For and on behalf of **HUMMINGBIRD ARKIV NV**

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By **PETER DOWDS**

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For and on behalf of **MAINSRING NOMINEES (2) LIMITED**

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23 June 2022

For and on behalf of **COBAN BVBA**

Firat Ileri

23 June 2022

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By **FIRAT ILERI**

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By **THOMAS BROOKS**

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By **BRAHMAN NARENDRAN**

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By **OLIVER HARVEY**

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By **FLAVIAN BUTEAU**

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By **SARA KAMEL**

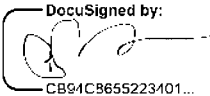
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By **SHRADDHA MALLA**

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By **GUS ALLEN**

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By **FIRAT ILERI**

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23 June 2022

By **THOMAS BROOKS**

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By **BRAHMAN NARENDRAN**

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By **OLIVER HARVEY**

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By **FLAVIAN BUTEAU**

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By **SHRADDHA MALLA**

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By **GUS ALLEN**

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By **RACHEL GOACHER**

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By **CATHERINE DAWSON**

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By **FRED LLOYD GEORGE**

.....

By **OLIVIA COLLEY**

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By **MITCHELL GREENHAM**

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By **ANTHONY STEELE**

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By **OAKLEY WALTERS**

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By **PETER HICKLING**

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By **LAUREN JAMES**

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By **JONATHAN TEAGUE**

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By **JOSEPH BEEBY**

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By **RYAN THOMAS**

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By **MASON JONES**

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By **STEPHEN MURPHY**

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By **DANIEL STOTT**

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By **JOSEPH PRYDE**

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By **RASHED JAHAN**

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By **BEN JOHNS**

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By **GEMMA BLOEMEN**

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By **IOANNA XENAKI**

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By **JOSE EMILIO MIRANDA GALLARDO**

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By **MERT GURTEN**

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By **DAVID WALSH**

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By **TAYLOR FELTON**

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By **EFOSA AKOWE**

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By **LUCINDA MOREK**

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By **DILDAR HUSSAIN**

NOTES

If you wish to vote in favour of a resolution please sign the resolutions. If you are not in favour of the resolutions please do not sign. Please then return either the blank document or the signed and dated document to the Company using one of the following methods:

By Hand: delivering the signed copy FAO Brendan Clark, DAC Beachcroft LLP, Portwall Place, Portwall Lane, Bristol BS1 9HS.

By Post: returning the signed copy by post to FAO Brendan Clark, DAC Beachcroft LLP, Portwall Place, Portwall Lane, Bristol BS1 9HS.

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Brendan Clark at brclark@dacbeachcroft.com. Please enter "Urgent: written resolutions" in the e-mail subject box. If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to a resolution, you may not revoke your agreement.

Where, by the date being 28 days from the Circulation Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

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.

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.