

Company No.: 10185899

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ALLPLANTS LTD (THE "COMPANY")

On 29 September 2021 the following resolution were passed as written resolutions:

ORDINARY RESOLUTIONS

AUTHORITY TO ALLOT SHARES

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**"), up to an aggregate nominal amount of £80.76 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions save that 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 and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution 1 has expired. The authority granted by this resolution shall be in addition to any subsisting authorities.
2. **THAT**, in accordance with section 551 of the Act, and without prejudice to the authority granted by resolution 1, the directors of the Company be generally and unconditionally authorised to allot shares or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**"), up to an aggregate nominal amount of £32.40 provided that this authority shall:
 - (a) only apply in relation to the issue of shares pursuant to the exercise of options granted by the Company pursuant to clause 4 of the shareholders' agreement relating to the Company, to be entered into on or around the date hereof; and
 - (b) unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions save that 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 and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution 2 has expired;

The authority granted by this resolution shall be in addition to any subsisting authorities.

SPECIAL RESOLUTIONS

DIS-APPLICATION OF PRE-EMPTION RIGHTS

3. **THAT**, subject to and conditional upon the passing of resolutions 1 and 4 and in accordance with article 13.2 of the New Articles, the directors of the Company be generally empowered to allot shares or grant Rights pursuant to the authority conferred by resolution 1, as if the provisions set out in articles 13 of the New Articles did not apply and any other rights of pre-emption however so expressed, did not apply to such issue or grant, provided that this power shall:
- (a) be limited to the allotment of shares or grant of Rights of up to an aggregate nominal amount of £80.76; and
 - (b) expire upon the expiry of the authority granted by resolution 1 (unless renewed, varied or revoked by the Company prior to or on that date) save that 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 in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 3 has expired.

AMENDMENT OF ARTICLES OF ASSOCIATION

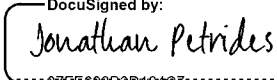
4. **THAT**, the draft articles of association attached to this resolution be adopted with immediate effect as the articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association (the "**New Articles**").

DIS-APPLICATION OF PRE-EMPTION RIGHTS ON TRANSFER OF SHARES

5. **THAT**, subject to the passing of resolution 4, certain existing shareholders of the Company may transfer a total of up to 115,874 ordinary shares of £0.0001 each in the capital of the Company pursuant to the terms of an investment agreement to be entered into by the Company (amongst others) on or around the date hereof (the "**Transfer Shares**"), as if the provisions set out in articles 16.2 to 16.9 of the New Articles (relating to pre-emption), and article 22 of the New Articles (relating to certain co-sale rights) did not apply to such transfer.

RE-DESIGNATION

6. **THAT**, subject to and conditional on the passing of resolutions 4 and 5 and the completion of the transfer of the Transfer Shares to the relevant transferees, up to 115,874 ordinary shares of £0.0001 each in the capital of the Company be re-designated as B1 ordinary shares of £0.0001 each in the capital of the Company, having the rights set out in the New Articles.

DocuSigned by:

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Director