

Company Number: 10223848

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF PROCESS VISION LTD (“the Company”)

CIRCULATION DATE: 13 October 2023

we, the undersigned, being the members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as special resolutions of the Company (Resolutions) and agree that the Resolutions shall for all purposes be as valid and effective as if they had been passed at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

IT IS RESOLVED:

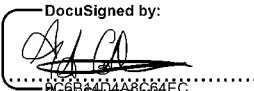
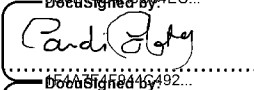
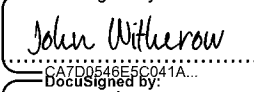
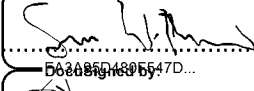
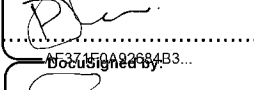
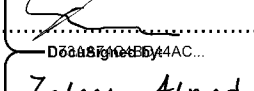
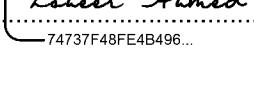
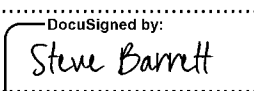
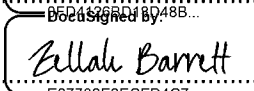
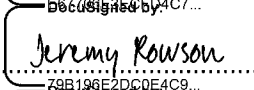
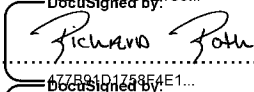
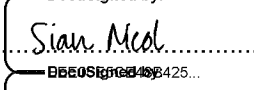
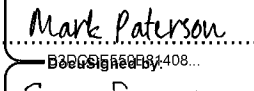
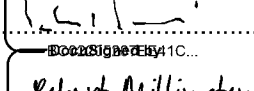
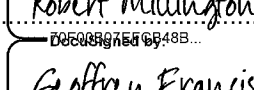
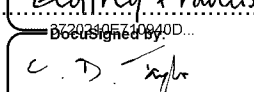
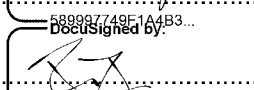
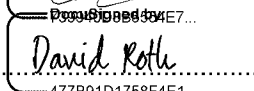
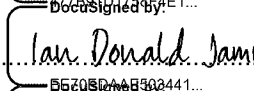
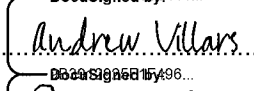
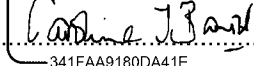


1. THAT, in accordance with section 551 of the Companies Act the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for shares in the Company up to an aggregate nominal amount of £7,000 provided that (1) up to the first aggregate nominal amount of £1,722 be initially made available to existing Shareholders of the Company as at the date hereof, and thereafter the remaining shares are to be issued to third parties, all as ordinary shares of 1p each at a price of no less than £3 per share and no more than 700,000 ordinary shares of 1p each are to be issued in total, and (2) this authority shall, unless renewed, varied or revoked by the Company, expire on 30th June 2024. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
2. THAT the Board is unconditionally authorised to approve any reasonable additional terms that any third party fund, investing more than £750,000 in the new shares as approved by Resolution 1 above, which the Board believes, after due consideration, to be in the best interests of the Company.
3. THAT, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment.
4. That the issue and allotment of the shares outlined in Resolution 1 above (Allotment) be and is hereby approved and we hereby agree and consent, pursuant to clause 8.1(e) of the Shareholders’ Agreement relating to the Company dated 26 June 2023, and for all other purposes, to the Allotment.

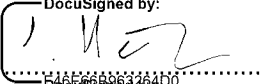
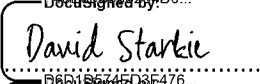
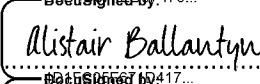
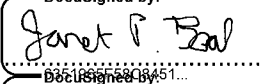
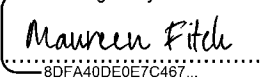

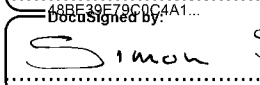
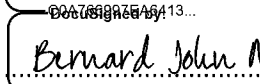
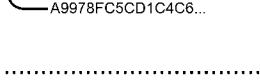
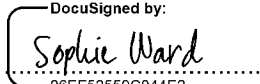
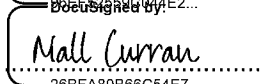
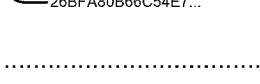
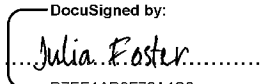
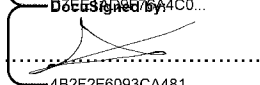
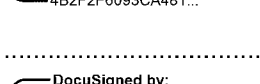
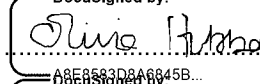
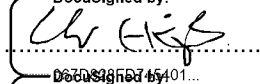
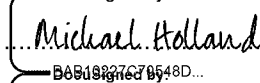
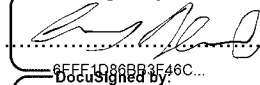
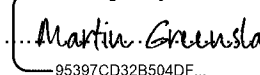

AGREEMENT

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

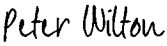
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Susan Townley Kellett	<div><div>DocuSigned by:</div><div>.....</div><div>.....</div><div>DocuSigned by:</div><div>.....</div></div>	14/10/2023 16:06 BST
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Charles Whelan	DocuSigned by: <i>Charles Whelan</i> 03F8BEC8B59841F...	27/10/2023 08:52 BST
Richard Hall
Robin Bevan	DocuSigned by: <i>Keith Talbot</i> 02F38CF4E2777EC...	14/10/2023 10:24 BST
Keith Talbot	DocuSigned by: <i>David Twist</i> 082651E84465...	14/10/2023 10:22 BST
David Twist	DocuSigned by: <i>Nigel Pilkington</i> 082651E84465...	16/10/2023 10:01 BST
Nigel Pilkington	DocuSigned by: <i>James Malone</i> 082651E84465...	14/10/2023 10:51 BST
James Malone	DocuSigned by: <i>M. A.</i> 082651E84465...	31/10/2023 09:22 GMT
Martin David Auger	DocuSigned by: <i>S. S. Gledhill</i> 082651E84465...	25/10/2023 08:54 BST
Simon Gledhill	DocuSigned by: <i>Ramón Banet</i> 082651E84465...	17/10/2023 17:48 BST
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Mahendra Negi	DocuSigned by: <i>Richard Price</i> 082651E84465...	14/10/2023 14:55 BST
Richard Arthur Price	DocuSigned by: <i>Charles Anthony Good</i> 082651E84465...	14/10/2023 13:20 BST
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David Starkie	<div>DocuSigned by:</div> 	14/10/2023 10:37 BST
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Janet Patricia Beal	<div>DocuSigned by:</div> 	14/10/2023 15:04 BST
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Bernard McElroy	<div>DocuSigned by:</div> 	16/10/2023 21:01 BST
Ian Leigh		
Helen Leigh		
Duncan Chiah	<div>DocuSigned by:</div> 	14/10/2023 19:42 BST
Sophie Ward	<div>DocuSigned by:</div> 	16/10/2023 16:40 BST
Niall Curran	<div>DocuSigned by:</div> 	
Joao Pinto De Freitas	<div>DocuSigned by:</div> 	16/10/2023 14:24 BST
Julia Foster	<div>DocuSigned by:</div> 	18/10/2023 09:18 BST
Marek Gummienny	<div>DocuSigned by:</div> 	
Bertie Hubbard	<div>DocuSigned by:</div> 	19/10/2023 21:08 BST
Olivia Hubbard	<div>DocuSigned by:</div> 	17/10/2023 08:23 BST
Christian Hess	<div>DocuSigned by:</div> 	18/10/2023 18:46 BST
Michael Holland	<div>DocuSigned by:</div> 	14/10/2023 16:38 BST
Lucy Alexander	<div>DocuSigned by:</div> 	16/10/2023 19:43 BST
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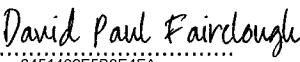
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Lars Ernest Bader

David Paul Fairclough

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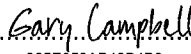
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Gary Campbell

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Patricia Campbell

WCS Nominees Limited

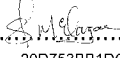
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CP Associates (London) Limited

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19/10/2023 | 10:35 BST

Benchmark Instrumentation &
 Analytical Services Inc.

DocuSigned by:

 20D753BB1DCB4E1...

24/10/2023 | 00:05 BST

Notes:

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company 5 Beechwood, Lime Tree Way, Chineham Park, Basingstoke, Hampshire, England, RG24 8WA.

Post: returning the signed copy by post to to the Company 5 Beechwood, Lime Tree Way, Chineham Park, Basingstoke, Hampshire, England, RG24 8WA.

Electronic Signature: by signing the Resolutions via DocuSign using the link provided to you by email.

Scan: by scanning the signed and dated resolution page and e-mailing it back to the Company Secretary at: sjf@fletcherfoale.com.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. In order to signify your agreement to the above Resolutions you need to fill in your full name and sign on the dotted line above, inserting your name, and the date of your signature;
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 for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date. Your agreement to the proposed Resolutions will be ineffective if received by the Company after that 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.