

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
PROSAPIENT LIMITED

(the "Company")

**NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY
PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS AN
ORDINARY AND SPECIAL RESOLUTIONS OF THE COMPANY
PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT
2006**

DATE PASSED: 16 OCTOBER 2023

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all of the eligible members of the Company and duly passed on the date shown above:

ORDINARY RESOLUTIONS

- (1) **THAT** the directors of the Company be generally and unconditionally authorised to:
 - (a) capitalise a sum not exceeding £0.000777 standing to the credit of any distributable or non-distributable reserve of the Company, and to apply such sum in paying up in full 777 Series A1 Shares of £0.000001 each in the capital of the Company that may be allotted under the authority given by sub-paragraph (1)(b) ("**Bonus Shares**"); and
 - (b) in accordance with section 551 of the Companies Act 2006 (CA 2006), allot and issue, credited as fully paid up, the Bonus Shares to the holders of Series A1 Shares of £0.000001 each in the capital of the Company on the basis of the formula contained in article 10.1 of the Articles, and such authority shall unless renewed, varied or revoked by the Company, expire five years from the date the Resolutions are passed.
- (2) **THAT**, in accordance with section 551 of the Act, any director of the Company be and is hereby generally and unconditionally authorised to allot preferred shares of £0.000001 each in the capital of the Company ("**Preferred Shares**") or grant rights to subscribe for or to convert any security into Preferred Shares, up to a maximum aggregate nominal amount of £0.095137, having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to Resolution (3) below, and as may be amended from time to time (the "**New Articles**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date the Resolutions were passed, save that the Company may, before such expiry, make an offer or agreement which would or might require the Preferred Shares to be allotted or rights to be granted, and the directors may allot the Preferred Shares or grant rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

- (3) **THAT**, the regulations contained in the printed document annexed hereto (being the New Articles) were hereby adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company, with immediate effect.

Signed *Nick Gold*

Director of Prosapient Limited

Name: Nick Gold

Date: 16/10/23