

Company number: 11032394

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

SENSEON TECH LTD (the “Company”)

Passed on: 25 June 2021

The following resolutions were duly passed by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

1. THAT the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £63.07, comprising:
 - a. 3,235,598 series A-1 shares of £0.00001 each in the capital of the Company (the “Series A-1 Shares”);
 - b. 620,768 series A-2 shares of £0.00001 each in the capital of the Company (the “Series A-2 Shares”);
 - c. 380,342 series A-3 shares of £0.00001 each in the capital of the Company (the “Series A-3 Shares”);
 - d. 1,429,500 series A-4 shares of £0.00001 each in the capital of the Company (the “Series A-4 Shares”); and
 - e. 640,000 ordinary shares of £0.00001 each in the capital of the Company (the “Ordinary Shares”), being in respect of the grant and exercise of options from the share option pool, in each case provided that:
 - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution to all subsisting authority that was previously granted but which has been unused.

SPECIAL RESOLUTIONS

2. THAT the new articles of association of the Company (the "New Articles"), attached to these Resolutions, be approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company.
3. THAT, subject to the passing of resolution 1 above, all and any pre-emption rights whether under the Company's existing articles of association, the New Articles, the Act or otherwise be and are hereby waived in respect of the issue and allotment of the equity securities pursuant to the authority conferred by resolution 1 above.
4. THAT, subject to (i) the passing of Resolutions 1 and 2 above and (ii) completion of the acquisition by Eight Roads Ventures Europe III LP (and/or any of its Permitted Transferees (as defined in the New Articles)) ("Eight Roads") of 193,183 Ordinary Shares and 7,813 seed shares of £0.00001 each in the capital of the Company (the "**Eight Roads' Shares**") within 90 days of the passing of these Resolutions (or such other date as agreed between the Company and the Investor Majority (as defined in the New Articles)) (the "Transfer"), the Eight Roads' Shares be re-designated as series A-1 shares of £0.00001 each in the capital of the Company on a one-for-one basis immediately prior to completion of the Transfer.
5. THAT, subject to the passing of resolution 4 above, all and any co-sale rights or rights of first refusal whether under the Company's existing articles of association, the New Articles, the Act or otherwise be and are hereby waived in respect of the acquisition and re-designation of the Eight Roads Shares by Eight Roads pursuant to the authority conferred by resolution 4 above.

A handwritten signature in black ink, appearing to be 'L. M.', written over a horizontal line.

Signed.....