



# Written Resolutions of Adaptai Ltd

**Company Number 11715483**  
**(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that this resolution will for all purposes be valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

## **ORDINARY RESOLUTION**

### **1 Authority to Allot**

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") so that the entire share capital of the Company will not exceed the maximum aggregate nominal amount of £145.7313 for all share classes comprising:

- (a) an aggregate nominal amount of £130.78440 relating to new shares proposed to be allotted and issued pursuant to the Subscription and Shareholders Agreement entered into on or around the same date as this authority (the "**SSA**"), as well as existing shares and shares reserved for option grants (the "**Current Shares**"). For the avoidance of doubt, upon the lapse or cancellation of an option grant (or any part thereof), the directors of the Company will be authorised to grant further or additional Rights up to the aggregate nominal value of shares subject to all options so lapsed and/or cancelled, provided that in all circumstances the total number of shares over which options have been granted and which are capable of exercise will at all times be limited to the aggregate nominal value of £14.5284; and
- (b) an aggregate nominal amount of £14.9469 relating to additional shares proposed to be allotted and issued to additional investors as defined in the SSA (the "**Additional Shares**").

The authority to allot the Additional Shares will expire on 31 December 2022.

The authority to allot the Current Shares will, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution 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 may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

## **SPECIAL RESOLUTIONS**

### **2 Dis-application of Preemption Rights**

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above and as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

### **3 New articles of association**

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 25 July 2022

DocuSigned by:  
*Jeffrey Gladden*  
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Jeffrey Gladden principle  
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for and on behalf of Perfect Wave LLC

DocuSigned by:  
*Brett Kaufman*  
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**Brett Kaufman**

DocuSigned by:  
*James L. Jacobs II*  
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**James Jacobs**

DocuSigned by:  
*Jonathan Parr*  
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**Jonathan Parr**

DocuSigned by:  
*Kevin Brady*  
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**Kevin Brady**

DocuSigned by:  
*Lee Richter*  
9632CA75C638473...

**Lee Richter**

DocuSigned by:  
*Michael Raven*  
EE2431B5C65A4FE...

**Michael Raven**

DocuSigned by:  
*Paul D. VanDuyne*  
DBB8CBA0CFF04F2...

**Paul D. VanDuyne**

DocuSigned by:  
*St John Hughes*  
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**St John Hughes**

**Ross Thornley**

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**Michael Raven**

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**Paul D. VanDuyne**

DocuSigned by:  
  
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**Ross Thornley**

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**St John Hughes**

## 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.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 3 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.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is 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.
- 6 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.
- 7 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.