

Registered Number: 12179517

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**CLIM8 INVEST LTD**

(the “Company”)



The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006, resolutions 1 and 2 as ordinary resolutions on 20 March 2021, and resolution 3 as a special resolution on 23 March 2021.

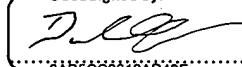
**ORDINARY RESOLUTION**

1. **THAT** in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to grant rights to convert securities into shares in the Company pursuant to a convertible loan agreement on the terms of the Future Fund (as administered by the British Business Bank) (the “**Convertible Loan Agreement**”) pursuant to which loans and any related accrued interest shall be convertible into shares in the Company and to allot and issue any shares of any class in the capital of the Company that may be required to be allotted and issued by the Company upon any conversion of the loans under the Convertible Loan Agreement and/or any related accrued interest (any such shares so allotted and issued on any conversion pursuant to the Convertible Loan Agreement being “**Conversion Shares**”) provided that the aggregate nominal amount of new Conversion Shares that may be allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £0.43539 being up to 43,539 shares at £0.00001 nominal value. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in addition to any existing authority conferred by resolution of the Company prior to the date of this resolution.
2. **THAT** in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to grant rights to subscribe for shares in the Company and to allot and issue any shares of any class in the capital of the Company provided that the aggregate nominal amount of new shares that may be allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £1.096 being 109,600 shares at £0.00001 nominal value. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this

resolution had not expired, and this authority shall be in addition to any existing authority conferred by resolution of the Company prior to the date of this resolution.

### **SPECIAL RESOLUTION**

3. **THAT** in accordance with article 10.3 of the articles of association of the Company, the directors be empowered to grant rights to convert securities into shares in the Company pursuant to the Convertible Loan Agreement and allot and issue Conversion Shares pursuant to the general authority conferred on them by resolutions 1 and 2 such that the pre-emption rights set out in article 10 of the articles of association of the Company shall not apply. This authority shall expire, unless previously revoked or renewed by the Company, on the fifth anniversary of the date of this resolution except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

DocuSigned by:  
  
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Director/Secretary

Date 06 April 2021