

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
OF
CODEX ACQUISITIONS PLC
(the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (as amended) ("Companies Act"), the following written resolutions (the "Resolutions") are proposed by the directors of the Company (the "Directors") as ordinary and special resolutions as indicated below. The Resolutions were first circulated to the members on 1 March 2022 (the "Circulation Date").

ORDINARY RESOLUTIONS

1. THAT:

1.1 the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act to exercise all the powers of the Company to allot shares in the capital of Company or grant rights to subscribe for or to convert any security into shares in the capital of the Company ("Rights") up to an aggregate nominal value of:

- (a) £800,000 for the purposes of, or in connection with, a proposed subscription conducted in conjunction with, and conditional upon, the admission to listing on the standard segment of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of London Stock Exchange plc of the Company's shares (the "Subscription"); and
- (b) an additional £9,999,200,000 for general purposes conditional upon the completion of the Subscription,

provided that such authorities, unless renewed, varied or revoked by the Company, shall expire on the date being 36 months from the date of the passing of this Resolution 1, save that the Company may, before such expiry, make offers or agreements which would or might require shares in the capital of the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the capital of the Company and grant Rights in pursuance of any such offer of agreement notwithstanding that the authority conferred by this Resolution 1 has expired; and

1.2 this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act.

SPECIAL RESOLUTIONS

2. The articles of association in the form attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

3. THAT:

Subject to the passing of Resolution 1 the Directors were empowered in accordance with section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) of the Company for cash pursuant to the general authorities conferred on them by Resolution 1 as if section 561(1) of the Companies Act did not apply to any such allotment, provided that such power shall:

(a) be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000,000,000; and

(b) expire on the date being 36 months from the date of the passing of this Resolution 2,

save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the capital of the Company and grant Rights in pursuance of any such offer of agreement notwithstanding that the authority conferred by this Resolution 2 has expired, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury.

AGREEMENT OF MEMBERS

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

SIGNED for and on behalf of)

VANGUARD EQUITY INVESTMENTS LIMITED by)

JULIO ISAAC PEREZ, a director)

dated: 2 March 2022)

Julio Perez

SIGNED for and on behalf of)

SOLAR ONE CAPITAL LIMITED by)

JULIO ISAAC PEREZ, a director)

dated: 2 March 2022)

Julio Perez

APPENDIX

NEW ARTICLES OF ASSOCIATION