

Company number 09922986

**ORDINARY AND SPECIAL RESOLUTIONS
OF
CIELIVESTOCK LIMITED
(Company)**

Passed on 30 September 2020

At an annual general meeting of the Company duly convened and held on 30 September 2020 at 10 a.m., the following resolutions were duly passed as ordinary and special resolutions.

1. ORDINARY RESOLUTIONS

- 1.1. To re-appoint Sophie Throup as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023;
- 1.2. To re-appoint Nicholas Major as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023;
- 1.3. To re-appoint Timothy Bennett as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023;
- 1.4. To re-appoint Fiona Fell as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023;
- 1.5. To re-appoint Charles (John) Henning as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023; and
- 1.6. To re-appoint Ursula Lavery as a director of the Company for a further term of three years until the conclusion of the Company's AGM to be held in 2023.

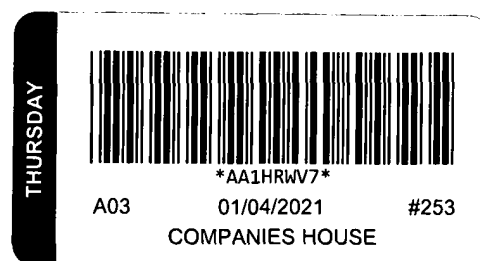
2. SPECIAL RESOLUTION

- 2.1. THAT the articles of association of the Company be hereby amended as follows:

- 2.1.1. By the insertion of the following definitions in Article 1.1:

"electronic general meeting means a general meeting hosted on an electronic platform.

electronic platform includes, but is not limited to, website addresses and conference call systems.



| | |
|---------------------------|---|
| Innovate UK | means the Technology Strategy Board (a Company incorporated in England and Wales by Royal Charter with Company number RC000818), trading as Innovate UK, or any successor body. It is a council of UKRI. |
| IUK Representative | means an individual nominated by Innovate UK in writing. |
| present | means, for the purposes of physical general meetings, present in person, or, for the purposes of electronic general meetings, present by electronic means (and references to persons attending by electronic means is defined as attendance at electronic general meetings via the electronic platform(s) stated in the notice of such meeting). |
| UKRI | means UK Research and Innovation, an executive non-departmental public body established by the Higher Education and Research Act 2017 and sponsored by BEIS." |

- 2.1.2. By the deletion of the definition of "BIS Representative" in Article 1.1 and its replacement with the following definition of "BEIS":

"BEIS Representative: means the Department for Business, Energy and Industrial Strategy."

- 2.1.3. By the deletion of all other references in the Articles to "BIS" and their replacement with "BEIS".
- 2.1.4. By the deletion of all other reference in the Articles to "Department of Business, Innovation and Skills" and their replacement with "Department for Business, Energy and Industrial Strategy".
- 2.1.5. By the deletion of the words "to be" in the definition of "Individual Funding Agreement(s)" in Article 1.1.
- 2.1.6. the deletion of the words "to be" in the definition of "Interim Board" in Article 1.1.
- 2.1.7. By the deletion of the word "all" before the word "Members" in the definition of "Research and Development Committee (RDC)" in Article 1.1.
- 2.1.8. By the deletion of the words ", or any successor body" from the definition of "Technology Strategy Board (TSB)" in Article 1.1.
- 2.1.9. By the deletion in its entirety of the definition of "TSB Representative".
- 2.1.10. By the deletion of all other references in the Articles to "TSB Representative" and their replacement with "IUK Representative".
- 2.1.11. By the deletion of all other references in the Articles to "the Technology Strategy Board" and their replacement with "Innovate UK", other than the references to "the

Technology Strategy Board" in the definitions of "Grant" and "Grant Funding Agreement" in Article 1.1, which shall remain.

2.1.12. By the insertion, in Article 3.1.2, of the words "(including aquaculture)" after the word "livestock" but before the word ", farming".

2.1.13. By the deletion of all references in Article 6.7.2 to "receive" and their replacement with "received".

2.1.14. By the deletion of the words "(a) " and ", or (b) in respect of Category A Members who have not yet drawn down any grant funding pursuant to an Individual Funding Agreement immediately by giving written notice to the Board" in Article 6.9.1.

2.1.15. By the insertion of the following at the end of Article 7.1:

"The Directors shall determine whether a general meeting is to be held as an electronic general meeting as well as a physical general meeting. The Directors may call general meetings whenever and at such times and places (including electronic platforms) as they shall determine."

2.1.16. By the insertion of the following at the beginning of Article 7.4.3:

"The notice shall specify whether the meeting shall be an electronic general meeting in addition to the physical general meeting. The notice of general meeting (including any notice given by means of a website) shall specify the place, date and time of the physical meeting, details of any electronic platform for the meeting, whether the meeting will be an annual general meeting and the general nature of the business to be transacted. If the notice is made available by means of a website, it must be available until the conclusion of the meeting. Any electronic platform may vary from time to time and from meeting to meeting as the Directors, in their sole discretion, see fit."

2.1.17. By the deletion of Article 7.4.3.1 in its entirety.

2.1.18. By the insertion of a new Article 8.5 as follows:

"8.5 Electronic general meetings

8.5.1 The Directors may resolve to hold a general meeting as an electronic general meeting in addition to a physical general meeting and allow members entitled to attend a general meeting by electronic means. Those members attending by electronic means and present at the electronic general meeting shall be counted in the quorum for, and entitled to vote at, the general meeting in question in addition to those members present at the general meeting and attending the physical meeting location. The meeting shall be duly constituted and its proceedings valid if the Chair of the general meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that members attending the electronic general meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these articles prevents a general meeting being held both physically and electronically.

8.5.2 The Directors and, at any electronic general meeting, the Chair may make any arrangement and impose any requirement or restriction as is:

8.5.2.1 necessary to ensure the identification of those taking part and the security of the electronic communication; and

8.5.2.2 proportionate to those objectives.

In this respect the company is able to authorise any voting application, system or facility for electronic general meetings as it sees fit."

2.1.19. By the insertion of a new Article 8.6 as follows:

"8.6 Meaning of participate

For the purposes of Articles 7 and 8, the right of a member to participate in the business of any general meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Acts or these articles to be made available at the meeting."

2.1.20. By the deletion of the words "which must include the agreement of the BIS Representative (unless there is no BIS Representative appointed at that time)," in Article 9.1.

2.1.21. By the deletion of Articles 14.4 to 14.7 inclusive, and their replacement with a new Article 14.4 as follows:

"14.4 Innovate UK has the right to nominate a representative to attend the meetings of the Board as an Observer."

2.1.22. By the deletion of the words "two three year periods" in Article 15.2 and their replacement with the words "nine years".

2.1.23. By the deletion of the word "six" in Article 15.3 and its replacement with the word "nine".

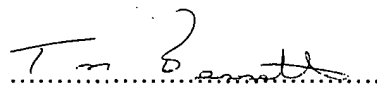
2.1.24. By the deletion of the words "; and" from the end of Article 17.3.4 and their replacement with a full stop.

2.1.25. By the deletion of Articles 17.3.5 and 17.4 in their entirety.

2.1.26. By the deletion of the word "shall" after the word "Board" in Article 21.1 and its replacement with the word "can".

2.1.27. By the insertion of the word ", Risk" after the word "Audit" in Articles 21.1.2 and 21.2.

Signed:



Director