

Company number 11962789

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ORTHARIZE LIMITED (**Company**)

Date: ^{26th August} 2023 (Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

1. **AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**) the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert security into shares in the Company (**Rights**) up to an aggregate nominal amount of :

- (a) £1.54099 ordinary shares of £0.00001 in the capital of the Company (comprising 154,099 ordinary shares) each at a subscription price of £2.29978903 per share; and
- (b) £0.60 preferred ordinary shares of £0.00001 in the Company (comprising 60,000 preferred ordinary shares)

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of the Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors in accordance with section 551 of CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.



2. **AGREEMENT**

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

The undersigned, each a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by Jonathan Maddison

Jon Maddison

and Elizabeth Maddison:

Elizabeth Maddison

Date:

Aug 28 2023

Signed by Duncan Gray
(Attorney) duly authorised on behalf of
DBW INVESTMENTS (3) LIMITED:

Duncan Gray

Date:

Aug 30 2023

Signed for and on behalf of
Crowdcube Nominees Limited
by Matthew Fassnidge, a director:

Matthew Fassnidge

Date:

Sep 04 2023

Signed by Tiago Lourenco:

Date:

Signed by Renato Meduri:

Renato Meduri

Date:

Aug 27 2023

Signed by Hyeon Joon Kim:

Hyeon Joon Kim

Date:

Aug 30 2023

Signed by Hugo Sanz Rodriguez:

Date:

Signed by Michael Krautzberger:

Date:

Signed by Diogo Vaz Da Silva:

Date:

Signed by Ignacio Paz-Ares:

Date:

Signed by Alfonso Gomez-Acebo:

Date:

Signed by Ignacio Gomes-Acebo:

Date:

Signed by Nidhish Mundra:

Date:

Signed by Nuno Luis:

Date:

Signed by Jozef Prokes:

Date:

Signed by Mirco Badocco:

Date:

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to The Directors, Ortharize Limited Princess House, Princess Way, Swansea, Wales, SA1 3LWd.
- **Post:** returning the signed copy by post to The Directors, Ortharize Limited Princess House, Princess Way, Swansea, Wales, SA1 3LWd.
- **By email:** by attaching a scanned copy of the signed document to an email and sending it to chris.flynn@ortharize.com. Please type **"Written resolution"** in the email subject box.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been 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.
4. 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.
5. 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 when returning this document.