

Company Number: **12391157**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CELESTIAL LABS LIMITED

(the "Company")

CIRCULATION DATE: Wednesday 6th January 2021

**Written Resolutions of Celestial Labs Limited, Company Number 12391157
("the Company")**

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

ORDINARY RESOLUTION

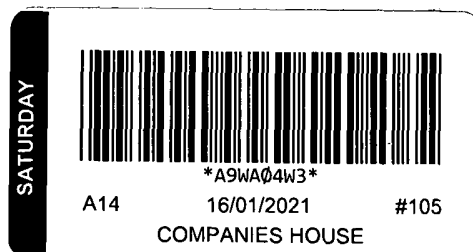
Authority to Allot

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 nominal amount of **£17.52** comprising all share classes provided that this authority shall, 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. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares, or adoption of any share option pool, or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Dis-application of Pre-emption 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 section 561(1) of the Companies Act 2006 and any pre-emptions rights afforded to each shareholder on transfer including Company buyback did not apply to any such allotment and transfer, provided that this power shall:

1. be limited to the allotment of such number of equity securities that the entire share capital of the Company will not exceed the maximum nominal amount of **£17.52**; and

2. continue for five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

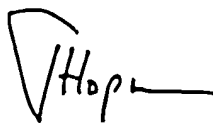
Please read the notes at the end of this document before signifying your agreement to the resolutions.

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

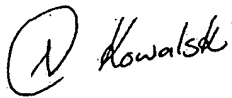
These resolutions are dated **6th January 2021**

[Signatures]

John Hopkins, Director: _____



Nick Kowalski, Director: _____



Tony Martin, Director: _____



NOTES