

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number 08873131

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FACULTY SCIENCE LIMITED (the "Company")

passed on 5 May 2021



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following ordinary resolution and special resolutions were duly passed as written resolutions of the Company:

ORDINARY RESOLUTIONS

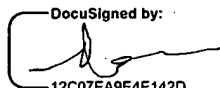
- 1 That the directors be and are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act to exercise all powers of the Company to allot up to 8,106,383 series 4 shares of £0.0000001 each in the Company up to an aggregate maximum nominal amount of £0.8106383 and an aggregate subscription amount of £38,100,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire three months from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.
- 2 That the directors be and are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act to exercise all powers of the Company to allot up to 1,383,181 ordinary shares of £0.0000001 each in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

SPECIAL RESOLUTIONS

- 3 Subject to Resolutions 1 and 2 being passed, that any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to article 12 of the Company's articles of association or the Act) in respect of any allotment and issue of shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authorities conferred by Resolutions 1 and 2 above be and are hereby disapplied or otherwise waived in their entirety.
- 4 That any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to article 15 of the Company's existing articles of association) in respect of the transfer of the Sale Shares are hereby disapplied or otherwise waived in their entirety.
- 5 Conditional always upon Completion occurring on the Completion Date (as defined in the amended and restated subscription and shareholders' agreement of the Company dated on or around the Circulation Date) that the articles of association of the Company accompanying



these Resolutions be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

DocuSigned by:


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Director