

Company no. 10544841

**The Companies Act 2006**  
**Private company limited by shares**  
**Written resolutions**  
**of**  
**Arqit Limited**

**Passed on: 21 June 2019**

The following resolution 1 was passed as an ordinary resolution and resolution 2 was passed as a special resolution (the "**Resolutions**") by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**Resolution:**

1. **THAT** the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares, or to grant any right to subscribe for or to convert any security into shares in the Company ("**Rights**"), up to an aggregate nominal amount of £19.13. This authority shall, unless renewed, varied or revoked by the Company, expire five years from the date which it is passed unless previously revoked, varied or extended 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 is in addition to all unexercised authorities previously granted to the Directors.

**Special Resolution:**

2. **THAT** in accordance with section 569 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to Resolution 1 above as if section 561(1) of the Act or any other restrictions as to pre-emption provisions did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.

Signed \_\_\_\_\_  
Director



SATURDAY



A09 \*A8B2BCW1\* #377  
03/08/2019  
COMPANIES HOUSE