

Company number: **12327646**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**ALBION TECHNOLOGIES LTD**  
**(the "Company")**

28 November 2023 (the "**Circulation Date**")  
28 November 2023 (the "**Date Passed**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") propose that resolutions 1 and 2 below are passed as ordinary resolutions and resolutions 3 and 4 below are passed as special resolutions (together the "**Resolutions**").

**ORDINARY RESOLUTIONS**

**Subdivision of share capital**

1. **THAT**, in accordance with section 618 of the Act, the 134,360 ordinary shares of £0.01 each in the issued share capital of the Company (being the entire issued share capital of the Company as at the date of this Resolution) be sub-divided into 268,720 ordinary shares of £0.005 each.

**Allotment of shares (option pool)**

2. **THAT**, subject to the passing of Resolution 1 above, the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot up to 15,000 ordinary shares of £0.005 each in the capital of the Company, provided that this authority shall expire five years from the Circulation Date, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

**Ratification**

3. **THAT** any actions carried out by the members and/or Directors of the Company prior to the date of these Resolutions which required formal approval by a resolution of the members of the Company are hereby irrevocably ratified, confirmed and approved in all respects as if such

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actions had been presented for approval, and approved by, the members prior to such actions being taken, in particular but not limited to each of the following:

- 3.1. the sub-division of the entire issued share capital of the Company (as it was at the relevant time) from 1 ordinary share of £1.00 to 100 ordinary shares of £0.01 each on 19 November 2021 (the "**Subdivision**");
- 3.2. the issue and allotment of a total of 134,260 ordinary shares of £0.01 each in the capital of the Company as set out below, which shall be hereby fully ratified and approved in all respects as if the members of the Company had passed resolutions approving such issue and allotments for all purposes (including for the purposes of section 551 of the Act to the extent required) at the time:

<b>Date of allotment</b>	<b>Number of ordinary shares of £0.01 each</b>
19 November 2021	99,900
16 December 2021	2,725
31 January 2022	2,223
28 February 2022	834
16 March 2022	834
21 March 2022	2,550
24 March 2022	278
1 April 2022	1,112
21 August 2022	1,389
22 December 2022	1,832
26 January 2023	583
23 February 2023	20,000

- 3.3. the issue and allotment of a total of 134,260 ordinary shares of £0.01 each in the capital of the Company as set out above free from any pre-emption rights (statutory or otherwise) which may otherwise have applied to the same.

And for the avoidance of doubt each of the matters described above shall for all purposes be deemed effective from the date on which they were originally actioned by the Company, notwithstanding any failure by the Company to have obtained formal approvals or resolutions in writing at the relevant times, and any such failings be hereby waived and ratified for all purposes.

#### **Waiver of pre-emption**

4. **THAT**, subject to the passing of Resolution 2 above, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as detailed in Resolution 2 as if any pre-emption rights (whether pursuant to the Act, the Company's articles of association or otherwise) did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.

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AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed: 

DocuSigned by:

Robert Bucher

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Robert Bucher  
Date 28 November 2023

Signed: \_\_\_\_\_  
Nigel Keen  
Date \_\_\_\_\_ 2023

Signed: \_\_\_\_\_  
Neil Burton  
Date \_\_\_\_\_ 2023

Signed: \_\_\_\_\_  
High Growth Robotics Ltd  
Date \_\_\_\_\_ 2023

Signed: \_\_\_\_\_  
Tecchren Inc  
Date \_\_\_\_\_ 2023

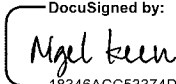
Signed: \_\_\_\_\_  
WCS Nominees Limited  
Date \_\_\_\_\_ 2023

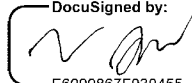
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Signed:	Signed:
.....	<div>DocuSigned by:  18346ACC53374D6.....</div>
Robert Bucher	Nigel Keen
Date	Date
.....2023	28 November.....2023

Signed:	Signed:
<div>DocuSigned by:  E6999867F030455.....</div>	.....
Neil Burton	High Growth Robotics Ltd
Date	Date
28 November.....2023	.....2023

Signed:	Signed:
.....	.....
Tecchren Inc	WCS Nominees Limited
Date	Date
.....2023	.....2023

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Nigel Keen  
Date \_\_\_\_\_2023

Signed: \_\_\_\_\_  
Neil Burton  
Date \_\_\_\_\_2023

Signed: 

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 \_\_\_\_\_  
High Growth Robotics Ltd  
Date 28 November \_\_\_\_\_2023

Signed: \_\_\_\_\_  
Tecchren Inc  
Date \_\_\_\_\_2023

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WCS Nominees Limited  
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Date .....2023

Signed: .....  
Neil Burton  
Date .....2023

Signed: .....  
High Growth Robotics Ltd  
Date .....2023

Signed: .....  
Tecchren Inc  
Date .....2023

Signed: 

DocuSigned by:

John Rowe

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 .....  
WCS Nominees Limited  
Date 28 November .....2023

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## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using DocuSign (or similar) or by email by attaching a scanned copy of the signed document and sending it to Robert Bucher at [Robert.Bucher@albiontechnologies.co.uk](mailto:Robert.Bucher@albiontechnologies.co.uk).

If you do not agree to all of 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, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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.