

Company No. 11425451

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS OF THE MEMBERS**

**of**

**ARCTURIS DATA LIMITED**

(the "**Company**")

Circulated on 28 February 2025 (the "**Circulation Date**")

Passed on: \_\_\_\_\_ 2025 (the "**Resolution Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), we, the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date hereby pass the following resolutions as a written ordinary resolution and written special resolutions of the Company (as indicated below) and agree that, if duly passed, they shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (the "**Resolutions**"):

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") 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**") of up to an aggregate nominal amount of £157,409.44 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 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 previous authorities conferred on the Directors in accordance with section 551 of the Act to the extent not utilised at the Resolution Date.

## SPECIAL RESOLUTIONS

2. **THAT**, the draft articles of association in the form appended in the Appendix to these resolutions (the "**New Articles**") be adopted by the Company in substitution for and to the exclusion of the existing articles of association of the Company (the "**Existing Articles**").
  
3. **THAT** any rights of pre-emption, whether under the Existing Articles, the New Articles or otherwise, be waived or otherwise disapplied in respect of the allotment and issue of shares and grant of any Rights pursuant to the authority granted by Resolution 1 above.

**Agreement of the eligible members**

The undersigned, being the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions set out above:

Name of member: .....

Signature of member: .....

Address of member: .....

OR

Shareholder  
Reference Number: .....

Number of shares held: .....

Date of signature: .....

## NOTES

1. If you agree to the Resolutions, please signify your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:
  - a) by DocuSign (or similar);
  - b) by delivering the signed copy personally or sending it by post to Arcturis Data Limited, Building One, Oxford Technology Park, Kidlington, Oxfordshire, OX5 1GN marked for the attention of the Company Secretary; or
  - c) by sending a scanned copy of the signed document by email to [voting@arcturisdta.com](mailto:voting@arcturisdta.com).
2. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 28 days from the Circulation Date.
3. If the Resolutions have not been passed by 28 days from the Circulation Date, they will lapse.
4. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
5. If you do not agree to the Resolutions, you need not take any action; you will not be deemed to agree to the Resolutions if you do not reply.
6. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.