

DEED OF AMENDMENT

THIS DEED OF AMENDMENT (THIS "AMENDMENT") IS MADE ON 26 JUNE 2023

BY

SUPPLY@ME CAPITAL PLC, a public limited company incorporated under the laws of England and Wales with registered number 03936915, whose registered office at 27/29 Eastcastle Street, London W1W 8DH, United Kingdom (the "**Company**").

BACKGROUND

- (A) The Company constituted a warrant instrument dated 21 July 2022 (the "**Instrument**") to issue Warrants to subscribe in cash for Ordinary Shares.
- (B) Clause 12.1 of the Instrument provides that modification to the Instrument may be effected only by deed poll executed by the Company with the prior sanction of a Special Resolution.
- (C) Subject to the special resolution ("**Special Resolution**") duly passed on 23 June 2023 at a general meeting of holders of warrants pursuant to the Instrument (which forms an appendix to this Amendment), the Company wishes to modify the Instrument in the manner set out in this Amendment.

OPERATIVE PROVISIONS

1. DEFINITIONS AND INTERPRETATION

For the purposes of this Amendment, words and phrases defined in the Instrument shall have the meaning given in the Instrument insofar as the context shall permit and unless otherwise defined herein.

2. AMENDMENT

- 2.1 Subject to and with effect from the date of this Amendment, the Instrument shall be amended as follows: the reference to "31 December 2025" in the definition of "Final Exercise Date" shall be deleted in its entirety and replaced with "31 December 2026".

Except as expressly modified by this Amendment, the Instrument shall remain in full force and effect.

3. INCORPORATION BY REFERENCE

Clauses 12, 14, 15 and 16 of the Instrument shall apply *mutatis mutandis* to this Amendment.

4. GOVERNING LAW AND JURISDICTION

- 4.1 This Amendment and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes and claims) shall be governed by and construed in accordance with the laws of England and Wales.
- 4.2 The parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this Amendment or its subject matter or formation (including non-contractual disputes and claims).

IN WITNESS WHEREOF this Amendment is executed and delivered as a deed on the day and year written at the top of this Amendment.

EXECUTED AS A DEED on behalf of)
SUPPLY@ME CAPITAL PLC)
acting by)
Alessandro Zamboni, a director


Director

and

David Bull, a director.


Director

APPENDIX

SPECIAL RESOLUTION OF OPEN OFFER WARRANTHOLDERS

Company number: 03936915

THE COMPANIES ACT 2006

RESOLUTIONS

OF

SUPPLY@ME CAPITAL PLC
(the "Company")

At the General Meeting of holders of warrants ("Open Offer Warranholders") issued pursuant to a warrant instrument created by the Company, dated 21 July 2022 (the "Open Offer Warrant Instrument") duly convened at the offices of Orrick, Herrington & Sutcliffe (UK) LLP at 107 Cheapside, London EC2V 6DN on Friday 23 June 2023 the following resolution was duly passed as a special resolution.

Special Resolution

To approve amendments to the Open Offer Warrant Instrument as follows:

- the definition of "Final Exercise Date" shall be deleted in its entirety and replaced as follows:
"Final Exercise Date" means "31 December 2026"; and
- any minor consequential changes (if any) shall be made to the Open Offer Warrant Instrument to reflect to the change to the "Final Exercise Date" for the Open Offer Warranholders.


Chairman


Date