

SHAREHOLDERS' AGREEMENT

relating to Northgate Robotics Ltd

THIS AGREEMENT is made on 28 September 2025 between:

- (1) Eleanor Vance of 3 Ashworth Gardens, Sheffield;
- (2) Marcus Oyelaran of 91 Redcliffe Road, Nottingham;
- (3) Foundry Ventures LLP of 2 King Street, Manchester; and
- (4) Northgate Robotics Ltd (the "Company").

1. **BOARD.** The Board shall comprise up to five directors. Foundry Ventures LLP may appoint one director for so long as it holds at least ten percent (10%) of the shares.

2. **RESERVED MATTERS.** The Company shall not, without Investor Consent: (a) issue new shares; (b) incur borrowings exceeding GBP 250,000; (c) sell any material asset; or (d) amend the Articles of Association.

3. **DRAG ALONG.** If holders of seventy-five percent (75%) of the shares accept an offer for the entire issued share capital, all other shareholders shall be required to accept the offer on the same terms.

4. **TAG ALONG.** No transfer of a controlling interest may be made unless the buyer offers to acquire all other shares on the same terms.

5. **GOVERNING LAW.** This Agreement is governed by the laws of England and Wales.

SIGNED by Eleanor Vance:

Signature: _____

Date: _____

SIGNED by Marcus Oyelaran:

Signature: _____

Date: _____

SIGNED for Foundry Ventures LLP:

Signature: _____

Date: _____