Company number: 05494036

#### THE COMPANIES ACT 2006

#### PRIVATE COMPANY LIMITED BY SHARES

#### WRITTEN RESOLUTIONS

- of -

#### **UNDO LIMITED**

(the "Company")

22 July 2022 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as an ordinary resolution and special resolutions as indicated (together the "Resolutions").

# **ORDINARY RESOLUTION**

- 1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £1,148,137.77, provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all subsisting authorities, to the extent unused.

# **SPECIAL RESOLUTIONS**

- 2. That the articles of association attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 3. That the 1,691,567 B preferred shares of £0.001 each in the capital of the Company be immediately reclassified as the same number of ordinary shares of £0.001 each in the capital of the Company, in each case subject to and having the rights set out in the New Articles.
- 4. That, subject to the passing of resolution 1 above, the directors be generally empowered to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if any rights of pre-emption (however expressed) contained in the articles of association of the Company, the New Articles (or wherever so else contained) did not

### **AGREEMENT**

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

GREGORY LAW		
JULIAN SMITH		
RICHARD PARKINS		
DANIEL TRIFONOV		
GRAY GIRLING		
PETER HARVERSON		
KEN ROBERTS		
TOM MCGUIRE		
JACK LANG		

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PETER HARVERSON		
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JACK LANG		

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PETER HARVERSON		
KEN ROBERTS		
TOM MCGUIRE		
JACK LANG		

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DocuSigned by:		
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KEN ROBERTS		
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JACK LANG		

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GREGORY LAW		
Docusigned by: Julian Smith 3007930A02E74BA JULIAN SMITH		
RICHARD PARKINS		
DANIEL TRIFONOV		
GRAY GIRLING		
PETER HARVERSON		
KEN ROBERTS		
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GREGORY LAW
JULIAN SMITH
RICHARD PARKINS
DANIEL TRIFONOV
GRAY GIRLING
PETER HARVERSON
Docusigned by:  Lew Roberts  F54473B68DDB487  KEN ROBERTS
TOM MCGUIRE
JACK LANG

#### **AGREEMENT**

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

GREGORY LAW				
*		•		
JULIAN SMITH				
A				
RICHARD PARKINS				
DANIEL TRIFONOV				
GRAY GIRLING				
PETER HARVERSON				
KEN ROBERTS			<b></b> .	
TOM MCGUIRE	·	·		

**JACK LANG** 

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GREGORY LAW
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RICHARD PARKINS
DANIEL TRIFONOV
GRAY GIRLING
PETER HARVERSON
KEN ROBERTS  DocuSigned by:  TOM MCGUIRE
JACK LANG

For and on behalf of METAPLANET HOLDINGS OU
MANDY SWANN
GAVIN STARK
PETER COWLEY
PAUL TAYLOR
For and on behalf of <b>DOON CONSULTING GROUP LLC</b>
For and on behalf of CAMBRIDGE INNOVATION CAPITAL (JERSEY) LIMITED
For and on behalf of MNL (PARKWALK) NOMINEES LIMITED
For and on behalf of <b>GB-VI GROWTH FUND INVESTMENT LIMITED PARTNERSHIP</b>
For and on behalf of 31 VENTURES GLOBAL INNOVATION FUND L.P.
NIAMH GALLAGHER
CALLUM BENSON

For and on behalf of <b>METAPLANET HOLDINGS OU</b>
MANDY SWANN
GAVIN STARK
PETER COWLEY
PAUL TAYLOR
For and on behalf of <b>DOON CONSULTING GROUP LLC</b>
For and on behalf of CAMBRIDGE INNOVATION CAPITAL (JERSEY) LIMITED
For and on behalf of MNL (PARKWALK) NOMINEES LIMITED  DocuSigned by:  Yasukka Yurimota  52915C13C56E4F6  Yasuhiko Yurimoto, President & CEO of Global Brain Corporation, its general partner  For arRight Malf of GB-VI GROWTH FUND INVESTMENT LIMITED PARTNERSHIF  Yasuhiko Yurimoto, President & CEO of Global Brain Corporation, its general partner  For and on behalf of 31 VENTURES GLOBAL INNOVATION FUND L.P.
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For and on behalf of <b>DOON CONSULTING GROUP LLC</b> —DocuSigned by:
Rob Sprawson
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For and on behalf of <b>METAPLANET HOLDINGS OU</b>
MANDY SWANN
GAVIN STARK
PETER COWLEY
PAUL TAYLOR
Docusigned by:  Mark Mitchell
For and on behalf of <b>DOON CONSULTING GROUP LLC</b>
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PETER COWLEY
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For and on behalf of <b>DOON CONSULTING GROUP LLC</b>
For and on behalf of CAMBRIDGE INNOVATION CAPITAL (JERSEY) LIMITED  Stephen Gulls  9377P97N0988446  For and on behalf of MNL (PARKWALK) NOMINEES LIMITED
For and on behalf of <b>GB-VI GROWTH FUND INVESTMENT LIMITED PARTNERSHIP</b>
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NIAMH GALLAGHER
CALLUM BENSON

— DocuSigned by:
Rauno Milyand  927816782825470  For and on behalf of METAPLANET HOLDINGS OU
For and on behalf of METAPLANET HOLDINGS OU
MANDY SWANN
GAVIN STARK
PETER COWLEY
PAUL TAYLOR
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NIAMH GALLAGHER
CALLUM BENSON

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MANDY SWANN
GAVIN STARK
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For and on behalf of 31 VENTURES GLOBAL INNOVATION FUND L.P.
NIAMH GALLAGHER
CALLUM BENSON

For and on behalf of UNIVERSAL DIGITAL HOLDINGS (PTC) LIMITED AS TRUSTEES FOR THE SILICAN TECHNOLOGIES VENTURE CAPITAL TRUST

CHRIS MURPHY
EDD MOFFETT

- 1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
  - If you do not agree to 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, by 28 days from 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 Resolution, please ensure that your agreement reaches us on or before this date.
- 4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5. 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.

Company number: 05494036

#### **THE COMPANIES ACT 2006**

#### PRIVATE COMPANY LIMITED BY SHARES

#### WRITTEN RESOLUTIONS

- of -

### **UNDO LIMITED**

(the "Company")

Passed: 11 August 2022

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the following ordinary resolutions and special resolutions (as indicated) were duly passed by the Company as written resolutions:

#### **ORDINARY RESOLUTION**

- 1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £1,148,137.77 provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all subsisting authorities, to the extent unused.

# **SPECIAL RESOLUTIONS**

- 2. That the articles of association attached to these written resolutions (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- 3. That the 1,691,567 B preferred shares of £0.001 each in the capital of the Company be immediately reclassified as the same number of ordinary shares of £0.001 each in the capital of the Company, in each case subject to and having the rights set out in the New Articles.
- 4. That, subject to the passing of resolution 1 above, the directors be generally empowered to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if any rights of pre-emption (however expressed) contained in the articles of association of the Company, the New Articles (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references to the

allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).

DocuSigned by: