

**WRITTEN SHAREHOLDER RESOLUTIONS****OF****POCKIT LIMITED**

(Company number: 07157877)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following special and ordinary resolutions are passed by the shareholders of the Company, in addition to any consents required under the articles of association of the Company.

**DEFINITIONS**

<b>Circulation Date:</b>	21 June 2023
<b>Companies Act:</b>	means the Companies Act 2006
<b>Company:</b>	Pockit Limited, a company incorporated in England and Wales under registered number 07157877 whose registered office is situated at Suite 19, 45 Salisbury Road, Cardiff, Wales CF24 4AB.
<b>Directors:</b>	the directors of the Company.
<b>New Articles:</b>	the new articles of the Company appended at Schedule 1.

**RESOLUTION 1****Ordinary Resolution: Sub-Division**

THAT the

- (a) 657,935 Ordinary Shares with a nominal value of £1 each (and any options over Ordinary Shares which contemplate a nominal value of £1 each);
- (b) 382,831 Series A Preferred Shares with a nominal value of £1 each;
- (c) 297,124 Series B1 Preferred Shares with a nominal value of £1 each;
- (d) 155,988 Series B2 Preferred Shares with a nominal value of £1 each; and
- (e) 87,864 Series C Preferred Shares with a nominal value of £1 each,

in the capital of the Company, credited as fully paid, be sub-divided into:

- (a) 65,793,500 Ordinary Shares with a nominal value of £0.01 each (which sub-division shall apply to any options or warrants over Ordinary Shares as of the date hereof);
- (b) 38,283,100 Series A Preferred Shares with a nominal value of £0.01 each;
- (c) 29,712,400 Series B1 Preferred Shares with a nominal value of £0.01 each;
- (d) 15,598,800 Series B2 Preferred Shares with a nominal value of £0.01 each; and
- (e) 8,786,400 Series C Preferred Shares with a nominal value of £0.01 each,

such shares having the same rights and being subject to the same restrictions (except as to nominal value) as the existing shares of £1 each in the capital of the Company, as set out in the Company's articles of association for the time being.

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## **RESOLUTION 2**

### **Special Resolution: Re-designation of Shares**

**That, each of the shares in issue of the Company, be-re-designated as follows:**

<b>Current Designation</b>	<b>Re-designation</b>
Ordinary Shares	A1 Ordinary Shares
Series A Preferred Shares	A2 Ordinary Shares
Series B1 Preferred Shares	B2 Ordinary Shares
Series B2 Preferred Shares	B2 Ordinary Shares
Series C Preferred Shares	C Ordinary Shares

## **RESOLUTION 3**

### **Special Resolution and Class Consent: Variation of Rights**

That, in accordance with Article 11 of the articles of the Company and s.630 of the Companies Act, the rights attaching to each of the classes of shares in the Company, as of the date of this resolution, being (before any re-designation thereof) Ordinary Shares, Series A Preferred Shares, Series B1 Preferred Shares, Series B2 Preferred Shares and Series C Preferred Shares shall be varied as set out and contemplated in the New Articles.

## **RESOLUTION 4**

### **Special Resolution: Adoption of New Articles**

THAT the New Articles be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

## **RESOLUTION 5**

### **Ordinary Resolution: Authority to Allot**

THAT in accordance with section 551 of the Companies Act the 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**) up to an aggregate nominal amount of:

- (a) 50,810,041 D Ordinary Shares at £0.1673 per share, each carrying the rights set out in the New Articles; and
- (b) 7,013,287 A1 Ordinary Shares (to be granted as options over such A1 Ordinary Shares).

Unless renewed, varied or revoked by the Company, this authority shall expire 5 years after the date of this resolution. 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 substitution for all subsisting authorities previously granted to the Directors to the extent unused.

## **RESOLUTION 6**

### **Special Resolution: Disapplication of Pre-emption Rights**

THAT, subject to the passing of Resolution 5 above and, if applicable, in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 5, as if:

- (a) section 561(1) of the Companies Act does not apply to any such allotment of shares of the Company; and
- (b) any and all rights, including pre-emption rights set out in the existing articles of association of the Company and any shareholders' agreement or subscription agreement which the shareholders of the Company have entered into from time to time, does not apply to any such allotment of shares of the Company,

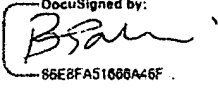
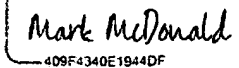
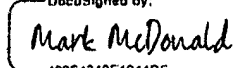
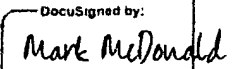

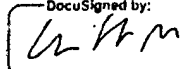
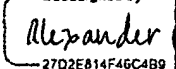
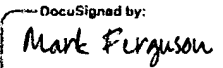
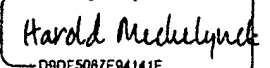
provided that this power shall be limited to the time period specified in Resolution 5 above, unless renewed, varied or revoked by the Company prior to or on that date.

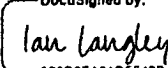
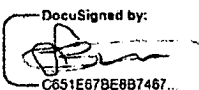
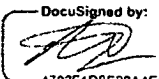
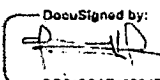
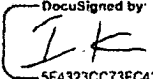
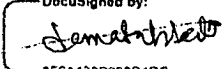
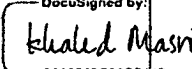

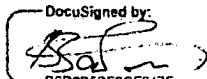
The Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry; and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## **AGREEMENT**

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

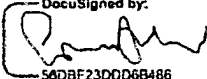
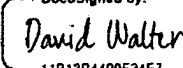
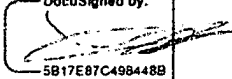

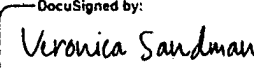
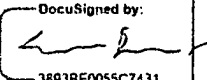
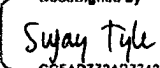
The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to all of the Resolutions:

Shareholder	Signature	Date
Bharat Kumar Jatania	DocuSigned by:  86E8FA51688A46F	30th June 2023
Concentric Team Technology I LP	DocuSigned by:  409F4340E1944DF	30th June 2023
Concentric Team Technology I Co-investment LLP	DocuSigned by:  409F4340E1944DF	30th June 2023
Concentric Ermak Co-Investment SPV LLP	DocuSigned by:  409F4340E1944DF	30th June 2023
Mark Newton-Jones	DocuSigned by:  18C33D8BA295407	30th June 2023
Camilla McGregor	DocuSigned by:  B4382609C5C04C9	30th June 2023
Alexander Chapman Ferguson	DocuSigned by:  27D2E814F46C4B9	30th June 2023
Mark Ferguson	DocuSigned by:  003AFF06FF234D5	30th June 2023
Harold Mechelynck	DocuSigned by:  D8DF5087E94141E	30th June 2023

Ian Langley	DocuSigned by:  926D0FA81D5542B...	30th June 2023
Simon Barklem	DocuSigned by:  C651E67BE8B7467...	30th June 2023
Michael Sackler	DocuSigned by:  4703F1D8E22A4E6	30th June 2023
Omar Marwan Rasem Kamal	DocuSigned by:  DD516CAE43924BE	30th June 2023
Iyad Marwan Rasem Kamal	DocuSigned by:  5F4323CC73FC42A	30th June 2023
Dema Abdulfatah Tabbaialat	DocuSigned by:  8F9A433B938B4DC.	30th June 2023
Sirocco Holdings Ltd.	DocuSigned by:  C008563C38D7448	30th June 2023
Moulton Goodies Ltd	DocuSigned by:  CFD734307284474	30th June 2023
Vladislav Zabelin	DocuSigned by:  B6D2B5BF8CF847E	30th June 2023


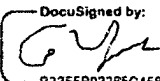
Peter de Caluwe	DocuSigned by: Peter De Caluwe 5B553E4687424CF	30th June 2023
Alan Michael Guest Rees	DocuSigned by: Alan Michael Guest Rees E5B759616E714D6	30th June 2023
Iain O'Rourke	DocuSigned by: Iain O'Rourke 50131898FBC548C	30th June 2023
Kevin Reynolds	DocuSigned by: Kevin Reynolds 4A2C6D8CB33A4C0	30th June 2023
Jahor Gupta	DocuSigned by: Jahor Gupta E892BA62687B43E	30th June 2023
Stuart Middleton	DocuSigned by: Stuart Middleton 2CAB1AD55E4E449	30th June 2023
Colin Harris	DocuSigned by: Colin Harris D512638F1CCA421	30th June 2023
Maxim Leffen	DocuSigned by: Maxim Leffen C769ED934735465	30th June 2023
Grow Your Boat Limited	DocuSigned by: Jalin Somaiya 2B81247596094B3	30th June 2023
Tmaal Nominees	DocuSigned by: Tom Pearman 95CFA7FECAEF4C2	30th June 2023

Nicholas Coulson	DocuSigned by: Nicholas Coulson 30th June 2023 4F0CB06C4E0142B	
Nigel Robinson	DocuSigned by: Nigel Robinson 30th June 2023 30A6BCE2EDCF48B	
Carlo Spingardi	DocuSigned by: Carlo Spingardi 30th June 2023 4F3C3E85CE84416	
Wassim Mattar	DocuSigned by: Wassim Mattar 30th June 2023 20FA68F791624F5	
John Crewe	DocuSigned by: John Crewe 30th June 2023 E408485FCBFF449	
Park Holdings	DocuSigned by: Park Holdings 30th June 2023 9AD2907B7F714AF	
Arg Limited		R
Rafiki Limited	DocuSigned by: Marcus Lumbur 30th June 2023 A4749A938356429	
Naya Investor Holdings Limited	DocuSigned by: Surayya Siddiqui 30th June 2023 E78922BCC9844C7	
Donald & Co Ltd	DocuSigned by: Donald & Co Ltd 30th June 2023 37F5533F4ED8422	

Graeme Shankland	DocuSigned by:  56DBF23DD6B486	30 <sup>th</sup> June 2023
David Walter	DocuSigned by:  11B13B4490F34E7	30 <sup>th</sup> June 2023
Martin Gilbert	DocuSigned by:  5B17E87C498448B	30 <sup>th</sup> June 2023
The North East (ERDF) Development Limited Partnership	DocuSigned by:  7C837E5355E648R	30 <sup>th</sup> June 2023
Martin Bjaringer (under duly authorised power of attorney by Veronica Sandman)	DocuSigned by:  7FD60D7FC53C4A8	30 <sup>th</sup> June 2023
Crowdcube Nominees Limited		
UK FF Nominees Limited		
Campbell Fleming	DocuSigned by:  3893BE0055C7431	30 <sup>th</sup> June 2023
Sujay Tyle	DocuSigned by:  CCSAD772AB77424	30 <sup>th</sup> June 2023



Graeme Shankland		
David Walter		
Martin Gilbert		
The North East (ERDF) Development Limited Partnership		
Martin Bjaringer (under duly authorised power of attorney by Veronica Sandman)		
Crowdcube Nominees Limited	DocuSigned by: <b>Mark Tyler</b> <small>82DFE7B2FB584E1</small>	30th June 2023
UK FF Nominees Limited		
Campbell Fleming		
Sujay Tyle		

Sanjay Nayar	<div>DocuSigned by:  DA8BCDEF4D4E4A1</div>	30th June 2023
Gerry York	<div>DocuSigned by:  B3355B92385C458</div>	30th June 2023
Christopher Baines	<div>DocuSigned by: Christopher Baines BA95B82D4A0F457..</div>	30th June 2023

## **SIGNATORIES**

### **INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

Eligible shareholders are shareholders who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.

You can choose to agree to all of the resolutions listed above or none of them, but you cannot agree to only some of the resolutions.

The procedure for signifying agreement by an eligible shareholder to the written resolutions is as follows:

- A shareholder signifies their agreement to the proposed written resolutions when the Company receives from them (or someone acting on their behalf) an authenticated document which both identifies the resolutions to which it relates and indicates their agreement to the resolutions.
- The document must be sent to the Company in hard copy form or in electronic form in one of the following ways:
  - By Hand: Delivering the signed copy to the Company at Suite 19, 45 Salisbury Road, Cardiff, Wales CF24 4AB.
  - By Post: Returning the signed copy by post to the Company at Suite 19, 45 Salisbury Road, Cardiff, Wales CF24 4AB.
  - By E-mail: By attaching a scanned copy of the signed document to an e-mail and sending it to [thomas.bennett@henryco.legal](mailto:thomas.bennett@henryco.legal)
  - By DocuSign or such other similar electronic platform: To the extent applicable, following the instructions set out within the electronic signing platform.

Note that Resolution 3 is to be passed as a class consent, which requires approval from the holders of at least 75% in nominal value of the issued shares of each relevant class.

The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006).

When signing this document on behalf of a shareholder of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.