

Company number: 07386350

THE COMPANIES ACT 2006

TUESDAY



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21/01/2014
COMPANIES HOUSE

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PRIVATE COMPANY LIMITED BY SHARES

DEEPMIND TECHNOLOGIES LIMITED

(the "Company")

WRITTEN RESOLUTION OF THE MEMBERS

18 January 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the resolution below is passed as a special resolution of the members of the Company entitled to vote on the circulation date

We the undersigned hereby irrevocably and unconditionally agree to the following resolution being passed and hereby pass the following resolution as a special resolution of the Company

Special Resolution

THAT the Articles of Association of the Company be and are hereby amended as follows

- 1 Article 28 be and is hereby amended by inserting a new paragraph 28 2 as follows

"Article 28 shall cease to apply when the Company has no outstanding Preferred Shares in issue "

- 2 A new Article 34 5 be and is hereby inserted as follows

"Notwithstanding any other provision of these Articles, Articles 34 2, 34 3 and 34 4 will not apply in respect of a transfer of shares to a bona fide third party purchaser in connection with a Liquidation Event which has been approved by an Investor Majority (including the D&P Entities and the Founders Fund Entities) Notwithstanding any other provision of these Articles, such transfers are hereby permitted and the Directors shall register any such transfer to the third party purchaser "

- 3 Article 36 be and is hereby amended by inserting a new paragraph 36 11 as follows

"This Article 36 shall not apply in respect of a transfer of shares to a bona fide third party purchaser in connection with a Liquidation Event which has been approved by an Investor Majority (including the D&P Entities and the Founders Fund Entities) "

- 4 Article 37 be and is hereby amended by inserting a new paragraph 37 7 as follows:

"This Article 37 shall not apply in respect of a transfer of shares to a bona fide third party purchaser in connection with a Liquidation Event which has been approved by an Investor Majority (including the D&P Entities and the Founders Fund Entities) "

- 5 Article 40 be and is hereby amended by inserting a new paragraph 40 8 as follows

"Notwithstanding any other provision of these Articles, any shares now or in the future subject to vesting pursuant to Article 40

- (a) may be transferred by the holder thereof to a bona fide third party purchaser in connection with a Liquidation Event which has been approved by an Investor Majority (including the D&P Entities and the Founders Fund Entities,, and*
- (b) will vest immediately prior to closing of such a transaction "*

- 6 Article 47 be and is hereby amended by inserting a new paragraph 47 7 as follows

"Holders of Shares shall not be entitled to receive any capital distribution or payment under this Article 47 or otherwise in connection with a transfer of shares to a bona fide third party purchaser in connection with a Liquidation Event which has been approved by an Investor Majority (including the D&P Entities and the Founders Fund Entities) "

The undersigned, persons entitled to vote on the above resolution on 16 January 2014 (the circulation date), hereby irrevocably agree to the special resolution

Eligible members must signify their agreement to the proposed resolutions as follows by e-mail, by replying to this e-mail and indicating their agreement to the proposed resolution OR by sending a scanned signed copy of the resolution to Mustafa Suleyman at mustafa@deepmind.com Eligible members must signify their agreement to the proposed resolution within the period of 28 days from and including the circulation date However, eligible members who do not agree with the proposed resolution do not need to reply Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked The proposed resolution will lapse if it is not passed by the end of that 28 day period

*Note "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members)

Signature pages follow