

**SHAREHOLDER RESOLUTION APPROVING ENTRY INTO FINANCE DOCUMENTS
COMPANIES ACT 2006**

WRITTEN RESOLUTION

of

Kantox Ltd

(the "**Company**")

Company number: 07657495

Circulation date: April 9th, 2019

WEDNESDAY



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22/09/2021

#145

COMPANIES HOUSE

Pursuant to section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below are to be passed by the members of the Company.

We, the undersigned, being persons entitled on the date set out above to vote on the written resolution, hereby agree, pursuant to section 282 of the Companies Act 2006, that the resolutions numbers 1-4 be passed as ordinary resolutions and the resolution at number 5 be passed as a special resolution, being for all purposes as valid and effective as if passed by us as ordinary resolutions and a special resolution at a general meeting duly convened and held by the Company:

Ordinary Resolutions

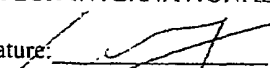

1. THAT the terms of, and the transaction contemplated by, the documents listed in the Annexure to this written resolution (the "**Documents**") and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Documents as any director of the Company may, in his absolute discretion, think fit).
2. THAT the directors have authority to approve the terms of, and the transactions contemplated by, the Documents, and any related documents and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents.
3. THAT the entry by the Company into the proposed transactions substantially on the terms set out in the Facility Agreement (as defined in the Annexure) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole.
4. THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 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 £946, 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 addition to all existing authorities.

Special Resolution

5. THAT any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the Act) are hereby waived or otherwise disapplied in respect of the issue of warrants to subscribe for shares in the capital of the Company pursuant to a warrant instrument entered into by the Company on or around the date hereof and the allotment and issue of shares on the exercise thereof.

Signed:

PARTECH INTERNATIONAL VI FPCI Signature:  Name: <u>Philippe Gelis</u>	FCPI IDINVEST PATRIMOINE NO. 4IR Signature: _____ Name: _____
FCPI IDINVEST DIGITAL FUND II Signature: _____ Name: _____	FCPI OBJECTIF INNOVATION PATRIMOINE NO. 7 Signature: _____ Name: _____
FCPI CAPITAL CROISSANCE NO. 5 Signature: _____ Name: _____	SA IDINVEST EXPANSION 2015 Signature: _____ Name: _____
FCPI OBJECTIF INNOVATION PATRIMOINE NO. 5 Signature: _____ Name: _____	Signature:  Name: <u>Philippe Gelis</u>
FCPI IDINVEST PATRIMOINE 2 Signature: _____ Name: _____	Signature: _____ Name: <u>Marek Fodor</u>
FCPI OBJECTIF INNOVATION PATRIMOINE NO. 6 Signature: _____ Name: _____	Signature: _____ Name: <u>John Carbajal</u>
FCPI IDINVEST PATRIMOINE NO. 3 Signature: _____ Name: _____	Signature: _____ Name: <u>Antonio Rami Guix</u>
FCPI IDINVEST PATRIMOINE NO. 4 Signature: _____ Name: _____	Signature: _____ Name: <u>Antonio Rami Alos</u>

Special Resolution

5. THAT any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the Act) are hereby waived or otherwise disapplied in respect of the issue of warrants to subscribe for shares in the capital of the Company pursuant to a warrant instrument entered into by the Company on or around the date hereof and the allotment and issue of shares on the exercise thereof.

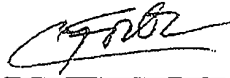
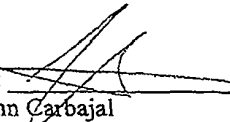


Signed:

<p>PARTECH INTERNATIONAL VI FPCI</p> <p>Signature: _____</p> <p>Name: _____</p>	<p>FCPI IDINVEST PATRIMOINE NO. 4IR</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>
<p>FCPI IDINVEST DIGITAL FUND II</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>FCPI OBJECTIF INNOVATION PATRIMOINE NO. 7</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>
<p>FCPI CAPITAL CROISSANCE NO. 5</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>SA IDINVEST EXPANSION 2015</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>
<p>FCPI OBJECTIF INNOVATION PATRIMOINE NO. 5</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>Signature: _____</p> <p>Name: Philippe Gelis</p>
<p>FCPI IDINVEST PATRIMOINE 2</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>Signature: _____</p> <p>Name: Marek Fodor</p>
<p>FCPI OBJECTIF INNOVATION PATRIMOINE NO. 6</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>Signature: _____</p> <p>Name: John Carbajal</p>
<p>FCPI IDINVEST PATRIMOINE NO. 3</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>Signature: _____</p> <p>Name: Antonio Rami Guix</p>
<p>FCPI IDINVEST PATRIMOINE NO. 4</p> <p>Signature: <u>AA</u></p> <p>Name: _____</p>	<p>Signature: _____</p> <p>Name: Antonio Rami Alos</p>

Special Resolution

5. THAT any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the Act) are hereby waived or otherwise disapplied in respect of the issue of warrants to subscribe for shares in the capital of the Company pursuant to a warrant instrument entered into by the Company on or around the date hereof and the allotment and issue of shares on the exercise thereof.

Signed:

PARTECH INTERNATIONAL VI FPCI Signature: _____ Name: _____	FCPI IDINVEST PATRIMOINE NO. 4IR Signature: _____ Name: _____
FCPI IDINVEST DIGITAL FUND II Signature: _____ Name: _____	FCPI OBJECTIF INNOVATION PATRIMOINE NO. 7 Signature: _____ Name: _____
FCPI CAPITAL CROISSANCE NO. 5 Signature: _____ Name: _____	SA IDINVEST EXPANSION 2015 Signature: _____ Name: _____
FCPI OBJECTIF INNOVATION PATRIMOINE NO. 5 Signature: _____ Name: _____	Signature: _____ Name: Philippe Gelis
FCPI IDINVEST PATRIMOINE 2 Signature: _____ Name: _____	Signature:  Name: Marek Fodor
FCPI OBJECTIF INNOVATION PATRIMOINE NO. 6 Signature: _____ Name: _____	Signature:  Name: John Carbajal
FCPI IDINVEST PATRIMOINE NO. 3 Signature: _____ Name: _____	Signature:  Name: Antonio Rami Guix
FCPI IDINVEST PATRIMOINE NO. 4 Signature: _____ Name: _____	Signature:  Name: Antonio Rami Alos

Notes to members:

- 1 If you agree with the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy to an email and sending it to: jeff.turner@kantox.com
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 4 The resolution set out above must be passed before the end of the 28th day following the circulation of this resolution otherwise it will lapse.
- 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.

ANNEXURE

1. a facility agreement for up to €5,000,000 to be entered into between the Company as borrower and Silicon Valley Bank (the "**Bank**") as lender;
2. an English law debenture between the Company and the Bank;
3. a warrant instrument constituting and regulating warrants to subscribe for preferred shares in the Company.
4. any documents, deeds, instruments, agreements, powers of attorney, notices, requests (including any utilisation request), acknowledgements, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested by the Bank in connection with any Document.