

Company number: 07736672

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
APPEAR HERE LIMITED  
**(the "Company")**

Passed on: 1 March 2022

The following resolutions were duly passed on the date stated above as written resolutions by the requisite members, pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

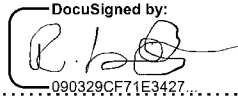
ORDINARY RESOLUTIONS

- 1        THAT the 7,015,520 A preferred shares of £0.0001 each in the issued share capital of the Company ("A Preferred Shares"), the 18,904,332 B ordinary shares of £0.0001 each in the issued share capital of the Company ("B Ordinary Shares") and the 4,038,600 seed shares of £0.0001 each in the issued share capital of the Company ("Seed Shares") be redesignated as ordinary shares of £0.0001 each in the issued share capital of the Company ("Redesignation"), in each case having the rights and restrictions set out in the New Articles (as defined in resolution 3 below).
  
- 2        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 £262.24, 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 subsisting authorities granted to the directors for the purposes of Section 551 of the Companies Act 2006.

SPECIAL RESOLUTIONS

- 3        THAT the articles of association contained in the document 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 entire exclusion of the existing articles of association.
  
- 4        THAT the variation of class rights of each A Preferred Share, B Ordinary Share and Seed Share of £0.0001 each in the capital of the Company (as a consequence of the Redesignation and the adoption of the New Articles) be approved.
  
- 5        THAT the directors be empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 2 above as if Section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company 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 Companies Act 2006).

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Director

For and on behalf of APPEAR HERE LIMITED