

Company number: 08642156

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

KUDOS INNOVATIONS LIMITED (08642156) (Company)

Circulation Date: 2 September 2021

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

Resolutions 1, 3 and 4 below are passed as special resolutions (**Special Resolutions**); and

Resolution 2 below is passed as an ordinary resolution (**Ordinary Resolution**).

SPECIAL RESOLUTION

1. THAT the rights of pre-emption granted to shareholders by virtue of article 8 of the articles of association of the Company be and are hereby waived in respect of the proposed transfer of shares in the capital of the Company from Mr Ratan Goyal to Cactus Communications Services Pte Ltd (the Transfer) and that the Directors be and are hereby authorised to register the Transfer, subject to stamp duty being paid (if applicable), in the books of the Company.

ORDINARY RESOLUTION

2. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (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) £45.77508 in respect of shares to be allotted for cash consideration on or after the date of this resolution;
- (b) £12.90135 in respect of shares to be allotted on the conversion of certain convertible loan notes on or after the date of this resolution; and
- (c) £21.40884 in respect of further shares that may be allotted,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 28 February 2024 save that 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 revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as



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if the pre-emption rights afforded by articles 5.3 to 5.8 (inclusive) of the articles of association of the Company did not apply to any such allotment.

- 4. THAT the draft constitution attached to this resolution be adopted as the constitution of the Company in substitution for, and to the exclusion of, the Company's existing constitution.**

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AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolutions.

Signed by HELEN MELINDA KENNEWAY

DocuSigned by:
Melinda Kenneway
AA51F7B2EE854FD

Date

3 September 2021

Signed by CHARLOTTE ARBUTHNOTT

Date

Signed by DAVID SOMMER

Date

Signed by CALLUM CAMPBELL

Date

Signed by RICHARD DAVEY

Date

Company number: 08542155

AGREEMENT

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Signed by **HELEN MELINDA KENNEWAY**

Date

Signed by **CHARLOTTE ARBUTHNOTT**

Date

DocuSigned by:
Charlotte
6DBA6921AEF142D

2 September 2021

Signed by **DAVID SOMMER**

Date

DocuSigned by:
David Sommer
6BBD2E6B0A5A07

2 September 2021

Signed by **CALLUM CAMPBELL**

Date

Signed by **RICHARD DAVEY**

Date

Company number: 08642156

Signed by **ANDREW DIXON**

Date

DocuSigned by:

A.J. Dixon

329133F122AA427

4 September 2021

Signed by **JACQUES DE COCK**

Date

Signed by **ROBERT CAMPBELL**

Date

DocuSigned by:

Robert Campbell

CFD576C72A9B486

5 September 2021

Signed by **PETER SHEPHERD**

Date

Signed by **CONDUIT MEAD VENTURES
LIMITED**

Date

Signed by **BRIAN WOOD**

Date

DocuSigned by:

Brian Wood

AC7C5GFF84FE48F1

4 September 2021

Signed by **ANDREW MACKINTOSH**

Date

Company number: 08642156

Signed by **ANDREW DIXON**

Date

Signed by **JACQUES DE COCK**

Date

DocuSigned by:

Jacques de Cock

5227A61D720BAA1

5 September 2021

Signed by **ROBERT CAMPBELL**

Date

Signed by **PETER SHEPHERD**

Date

DocuSigned by:

Peter Shepherd

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4 September 2021

Signed by **CONDUIT MEAD VENTURES
LIMITED**

Date

DocuSigned by:

Infayand S

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2 September 2021

Signed by **BRIAN WOOD**

Date

Signed by **ANDREW MACKINTOSH**

Date

Company number: 08642156

Signed by **MARK LAWSON**

Date

Signed by **DAN CHAMBERLAIN**

Date

Signed by **BARBARA BARRETT**

Date

Signed by **RATAN GOYAL**

Date

Signed by **JAMES PETERSON**

Date

Signed by **GRAHAM ELTON**

Date

DocuSigned by:
Graham Elton
096F5C35D7944E3
2 September 2021

Signed by **CHARLESWORTH FAMILY
INVESTMENT COA LTD**

Date

Company number: 08642156

Signed by **MARK LAWSON**

Date

Signed by **DAN CHAMBERLAIN**

Date

Signed by **BARBARA BARRETT**

Date

DocuSigned by:

Barbara Barrett

0A3FF3AEC18F7

4 September 2021

Signed by **RATAN GOYAL**

Date

DocuSigned by:

Ratan Goyal

00775FB35E94495

5 September 2021

Signed by **JAMES PETERSON**

Date

Signed by **GRAHAM ELTON**

Date

Signed by **CHARLESWORTH FAMILY
INVESTMENT COA LTD**

Date

Company number: 08642156

Signed by HELEN THORNTON

Date

DocuSigned by:

Helen Thornton

7C57A2E0A9B406

3 September 2021

Signed by JON CONIBEAR

Date

DocuSigned by:

Jon Conibear

799648104F7145B

6 September 2021

Signed by HERMAN SPRUIJT

Date

Signed by MONTIKO GMBH

Date

Signed by DOMINIC ELY

Date

DocuSigned by:

Dominic Ely

9A8A98382582426

3 September 2021

Signed by CACTUS COMMUNICATIONS
SERVICES PTE LTD

Date

DocuSigned by:

Abhishek Goel

18ADF838F42E4AC

3 September 2021

Signed by HENRY TURMAN

Date

DocuSigned by:

Henry Turman

ED0DA8DF5C7548E

3 September 2021

Company number: 08642156

Signed by HELEN THORNTON

Date

Signed by JON CONIBEAR

Date

Signed by HERMAN SPRUIJT

Date

Signed by MONTIKO GMBH

Date

DocuSigned by:

Jan Mair

4700G88BE5EE4B8

3 September 2021

Signed by DOMINIC ELY

Date

Signed by CACTUS COMMUNICATIONS
SERVICES PTE LTD

Date

Signed by HENRY TURMAN

Date

Company number: 08642156

Signed by **NICK FOSTER**

Date

Signed by **STOCKFORD LIMITED**

Date

DocuSigned by:

Paul Michael

AB0B4F13C5A342A

3 September 2021

~~Executed by~~

~~being the duly authorised signatory of~~
~~Mobeus Equity Partners LLP~~
~~the duly authorised attorney of~~
~~Mobeus Income & Growth VCT Plc~~

~~Date~~

~~Executed by~~

~~being the duly authorised signatory of~~
~~Mobeus Equity Partners LLP~~
~~the duly authorised attorney of~~
~~Mobeus Income & Growth 2 VCT Plc~~

~~Date~~

~~Executed by~~

~~being the duly authorised signatory of~~
~~Mobeus Equity Partners LLP~~
~~the duly authorised attorney of~~
~~Mobeus Income & Growth 4 VCT Plc~~

~~Date~~

Company number: 08642156

Executed by Clive Austin
being the duly authorised signatory of
Mobius Equity Partners LLP
the duly authorised attorney of
The Income & Growth VCT Plc

DocuSigned by:
Clive Austin
393B0AA721E04C0.....

Date

2 September 2021
.....

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NOTES

1. **You can choose to agree to all of the Ordinary Resolution and the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:**

By hand: delivering the signed copy to Michelmores LLP, 6 New Street Square, London EC4A 3BF marked for the attention of Edwin Richards.

By post: returning the signed copy by post to Michelmores LLP, 6 New Street Square, London EC4A 3BF marked for the attention of Edwin Richards.

By email: by attaching a scanned copy of the signed document to an email and sending it to edwin.richards@michelmores.com. Please type "KUDOS INNOVATIONS LIMITED - Written resolutions" in the email subject box.

If you do not agree to all of 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 the date falling 28 days after the Circulation Date (including the Circulation Date), sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during 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.**