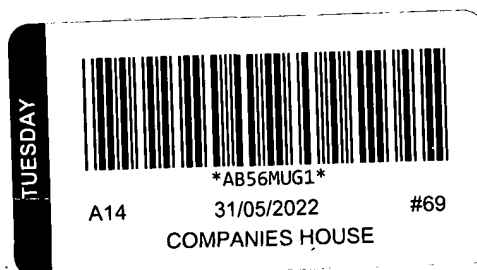


**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**PLUS44 HOLDINGS LTD**  
**(Company Number: 08751708)**  
**(the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the following resolutions were passed, (i) as to resolutions 1 and 2 as ordinary resolutions and (ii) as to resolution 3 as a special resolution, on 17 May 2022.

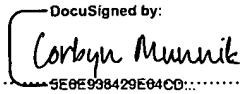
**ORDINARY RESOLUTIONS**

1. That, in accordance with Section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the capital of 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 £83.6134 provided that this authority shall be limited to shares allotted or Rights granted pursuant to a Simple Agreement for Future Equity (**SAFE**) to be made on or around the date on which these Resolutions are passed between the Company and the Investor (as defined in the SAFE) and, unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date of the passing of this resolution.
2. That, in accordance with Section 551 of the Act, the directors be generally and unconditionally authorised to grant options to subscribe for ordinary shares of £0.0001 each in the capital of the Company (the **Ordinary Shares**) up to an aggregate nominal amount of £47.971 to employees and directors of the Company or its subsidiaries (the **Options**) pursuant to a Share Option Scheme (as such term is defined in the new articles of association of the Company to be adopted pursuant to resolution 3 below) and to allot Ordinary Shares pursuant to the exercise of such Options provided that this authority shall be limited to the allotment of 479,710 Ordinary Shares under the Share Option Scheme and, unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require Options to be granted (or Ordinary Shares to be allotted pursuant to the exercise of such Options) and the directors may grant such Options or allot Ordinary Shares in pursuance of such offer of agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution to any previous authority in respect of Options but, for the avoidance of doubt, this authority applies to Options that have been granted but not exercised under any subsisting authorities conferred on the Company.



**SPECIAL RESOLUTION**

3. That the regulations contained in the printed document attached hereto, 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.

DocuSigned by:  
  
.....SE8E938429E04C0.....

Director

17 May 2022  
Date .....

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF**  
**PLUS44 HOLDINGS LTD**  
**(Company Number: 08751708)**  
**(the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 the following resolutions were passed as special resolutions, on 17 May 2022.

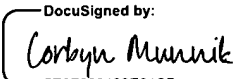
**SPECIAL RESOLUTIONS**

1. That the following shares in the capital of the Company be reclassified as C ordinary shares of £0.0001 each in the capital of the Company (**C Shares**):
  - a. 169,618 ordinary shares of £0.0001 each in the capital of the Company (**Ordinary Shares**) legally owned by Corbyn Munnik;
  - b. 161,217 Ordinary Shares legally owned by Francis Kearney;
  - c. 83,366 Ordinary Shares legally owned by Sam Barker;
  - d. 14,467 Ordinary Shares legally owned by Stephen Carl;
  - e. 140,910 Ordinary Shares legally owned by Dominic Rossi;
  - f. 90,153 Ordinary Shares legally owned by Jan Petzel;
  - g. 49,940 Ordinary Shares legally owned by Appleby Global Trust Services (Bermuda) Ltd;
  - h. 303,063 Ordinary Shares legally owned by Trient Capital Limited;
  - i. 56,292 Ordinary Shares legally owned by Ed Wray;
  - j. 2,685 A ordinary shares of £0.0001 each in the capital of the Company (**A Ordinary Shares**) legally owned by Strategic Growth Partners LLC;
  - k. 4,456 A Ordinary Shares legally owned by Philip Male;
  - l. 4,437 Ordinary Shares legally owned by Simon Brake;
  - m. 88,093 Ordinary Shares legally owned by Ruth Idzik;
  - n. 24,570 Ordinary Shares legally owned by Ndidi Nnoli-Edozien;
  - o. 13,001 Ordinary Shares legally owned by MKH Holdings;
  - p. 8,043 Ordinary Shares legally owned by Consol Limited;
  - q. 7,197 Ordinary Shares legally owned by Diarough Investments Holdings PTE. LTD;

- r. 3,328 Ordinary Shares legally owned by Celine Mailland, Julie Mailland, Zoe Mailland, Noemie Mailland and Quentin Mailland (as joint holders);
- s. 3,534 Ordinary Shares legally owned by Peter Miles;
- t. 2,522 Ordinary Shares legally owned by Turnbull Investments Limited;
- u. 2,011 Ordinary Shares legally owned by Mcentric Nigeria Ltd;
- v. 4,157 Ordinary Shares legally owned by Centre for Entrepreneurs Ltd;
- w. 4,142 Ordinary Shares legally owned by Oliver Pawle;
- x. 567 Ordinary Shares legally owned by Ami Shpiro;
- y. 1,761 Ordinary Shares legally owned by Guy Marks;
- z. 1,761 Ordinary Shares legally owned by Oli Roxburgh;
- aa. 1,761 Ordinary Shares legally owned by Steve Clark;
- bb. 1,000 Ordinary Shares legally owned by Neeta Patel;
- cc. 2,884 Ordinary Shares legally owned by Simon Foster;
- dd. 50,280 Ordinary Shares legally owned by Alexandra Novitske;
- ee. 34,777 Ordinary Shares legally owned by Wood IPR (GIB) Limited;
- ff. 26,308 Ordinary Shares legally owned by Matt Miller; and
- gg. 18,902 B ordinary shares of £0.0001 each in the capital of the Company (**B Shares**) legally owned by the Investor (as defined in the supplemental investment agreement entered into between, among others, the Company, BGF Investment Management Limited and BGF Investments LP on or around the Circulation Date),

in each case having the rights and being subject to the restrictions set out in the Company's articles of association.

- 2. That the 21,081 B Shares legally owned by the Investor be reclassified as deferred shares of £0.0001 each in the capital of the Company in each case having the rights and being subject to the restrictions set out in Company's articles of association.

DocuSigned by:  
  
SE6E938429E64GD

Director

17 May 2022  
Date .....