

IVXS UK LIMITED (Company No. 08964733)

WRITTEN RESOLUTIONS of IVXS UK Limited (the “Company”).

Circulated 4 March 2022 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company propose that the resolutions below are passed, in the case of resolution 1, as an ordinary resolution and, in the case of resolutions 2 and 3, as special resolutions (each a “Resolution” and, together, the “Resolutions”).

ORDINARY RESOLUTION

1. THAT, with effect from the time of passing of this Resolution, the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, to issue and allot Growth A Shares with a nominal value of £0.000001 each in the share capital of the Company, for a subscription price of \$5.00 per Growth A Share, up to an aggregate nominal amount of £0.117463, provided that this authority is for a period expiring five years from the date of this Resolution (unless previously revoked, varied or extended), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

2. THAT the articles of association appended to these Resolutions in the Appendix for the purposes of identification (the “New Articles”) 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.
3. THAT subject to the passing of Resolution 1 above, any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to those arising under the Act, the Company’s articles of association or the New Articles) in respect of the grant of equity securities and/or issue and allotment of shares up to the aggregate nominal amount stated in Resolution 1, be, and hereby are, disappplied or otherwise waived.

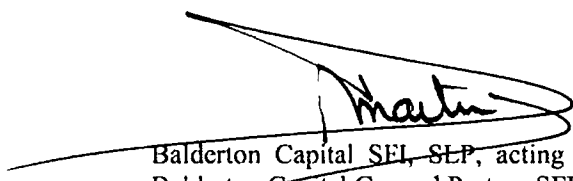
Please read the notes accompanying this document before you signify your agreement to the Resolutions.

The undersigned, being a member of the Company and a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of shareholder: BALDERTON CAPITAL V, L.P., acting by Balderton Capital Partners, V, L.P, its general partner, acting by Balderton Capital General Partner V, LLC, its general partner

Execution by or on behalf of shareholder:  John Bishop, Director

Date: 4 March 2022

Name of shareholder:  Balderton Capital SFI, SLP, acting by its general partner Balderton Capital General Partner SFI, S.à r.l.

Execution by or on behalf of shareholder: Donatien-Xavier Martin / Manager

Date: 4 March 2022

The undersigned, being a member of the Company and a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of shareholder: Charles Kenneth Delingpole

Execution by or on behalf of shareholder: DocuSigned by: *Charlie Delingpole*
10 March 2022

Date:

The undersigned, being a member of the Company and a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of shareholder: Index Ventures Growth IV (Jersey), L.P.

Execution by or on behalf of shareholder:
DocuSigned by:
Nigel Greenwood
By its Managing General Partner, Index Venture Growth Associates IV Limited

Date: 4 March 2022

Name of shareholder: YUCCA (JERSEY) SLP

Execution by or on behalf of shareholder:
DocuSigned by:
Nigel Greenwood
By EFG Fund Administration Limited as authorised signatory of Yucca (Jersey) SLP in its capacity as Administrator of the Index Ventures Growth IV Co-Investment Scheme

Date: 4 March 2022

The undersigned, being a member of the Company and a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of shareholder: 2744662 ONTARIO LIMITED

Execution by or on behalf of shareholder: DocuSigned by: *Avid Larivadeh Duggan*
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Date: 4th March 2022

Notes

1. You can choose to agree to all of the 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 as indicated and returning it to the Company using one of the following methods:
 - by hand or by post: signed copy to be delivered/sent to Sally Britten at the Company's registered address; or
 - by e-mail: scanned copy of the signed document to be attached to an email and sent to sally.britten@complyadvantage.com; or
 - by DocuSign: completing and returning the document in the DocuSign portal.

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. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by 28 days from the Circulation Date for the Resolutions to pass then the Resolutions will lapse. An ordinary resolution will pass when members representing a simple majority of the total voting rights of eligible members vote in favour of the resolution. A special resolution will pass when members representing not less than 75% of the total voting rights of eligible members vote in favour of the resolution.
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.