

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDERS' RESOLUTIONS

OF

INTROS.AT LIMITED

(Company no.: 09343609)

(the "Company")



Dated: 5 December 2020 (the "Circulation Date")

In accordance with chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following written resolutions be passed as ordinary and special resolutions (as indicated below) (together the "**Resolutions**"):

**ORDINARY RESOLUTIONS**

1. **THAT**, conditional upon and simultaneously with the passing of Resolution 4, in accordance with section 551 of the Act, the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £6,344.1852 comprising (i) up to 29,685,176 A1 Preferred Shares and (ii) up to 33,756,676 Ordinary Shares, provided that (unless previously revoked, varied or renewed by the Company):
  - a. this authority will expire on the date which is five years after the passing of this Resolution; and
  - b. save that the Company may, before such expiry under paragraph (a) above, 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 to such offer or agreement (as the case may be) notwithstanding that the authority conferred by this Resolution has expired.

This authority is in addition to all subsisting authorities, provided that the authority pursuant to this Resolution shall replace all subsisting authorities previously granted to the directors for the purposes of section 551 of the Act, which, to the extent unused at the date of this Resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

2. **THAT**, conditional upon and simultaneously with the passing of Resolution 5, the Company be authorised to re-designate 6,914,830 ordinary shares of £0.0001 each in the capital of the Company into 6,914,830 A2 preferred shares of £0.0001 each, having the rights and being subject to the restrictions as set out in the New Articles (as defined in Resolution 5 below).
3. **THAT**, (a) the terms of the buyback contract (a copy of which has been sent or submitted to each eligible member of the Company at or before the time at which this Resolution was sent or submitted to that member for signature) (the "**Buyback Agreement**") for the purchase by the Company of 2,334,619 deferred shares of £0.0001 each in the capital of the Company from the shareholder named in the Buyback Agreement at a total purchase price of £0.01 be hereby authorised and approved, provided that:

- i. any variation in the terms of that the Buyback Agreement must be authorised by an ordinary resolution of the Company; and
- ii. this authority may be varied, revoked or renewed from time to time by ordinary resolution of the Company;

and (b) the directors be and are hereby authorised to execute the Buyback Agreement on behalf the Company and to do all such things as may be necessary in furtherance of the foregoing.

#### **SPECIAL RESOLUTIONS**

4. **THAT**, conditional upon, and simultaneous to, the passing of Resolution 1, the directors are given power in accordance with section 571 of the Act to allot equity securities (as defined in section 560 of the Act) in the Company for cash pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply and any and all pre-emption rights howsoever arising (including, without limitation, under the Act, the existing articles of association of the Company, the New Articles (as defined below) or any shareholders' agreement currently in force or to be entered into pursuant to the transactions contemplated by these Resolutions or otherwise) be waived and shall not apply in connection with the allotment and issue of the shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authority granted under Resolution 1, provided that (unless previously revoked, varied or renewed by the Company) this power will expire five years after the passing of this Resolution, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.
5. **THAT**, the articles of association appended to these Resolutions (the "**New Articles**") be adopted as the Company's articles of association in substitution for and to the exclusion of the Company's current articles of association.

*[Intentionally left blank, signature page and notes follow.]*

**Please read the notes at the end of this document before signifying your agreement to the Resolutions.**

The undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

The Resolutions may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

Signed:  DocuSigned by:  
FOUNDER'S FORUM LLP

Dated: 18 December 2020

Signed:  DocuSigned by:  
ARNAUD JACQUES MICHEL MASSENET

Dated: 18 December 2020

Signed:  DocuSigned by:  
JAY WEINTRAUB

Dated: 18 December 2020

Signed:  DocuSigned by:  
KB REAL INVESTMENTS LLC

Dated: 18 December 2020

Signed:  DocuSigned by:  
DA INVEST APS

Dated: 18 December 2020

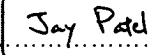
Signed:  DocuSigned by:  
SERGE CHIARAMONTE

Dated: 18 December 2020

Signed:  DocuSigned by:  
JUSTINE DOBBS-HIGGINSON

Dated: 18 December 2020


Signed:

DocuSigned by:  
  
JAY PRAMOD PATEL

Dated:

18 December 2020


Signed:

DocuSigned by:  
  
WILLIAM BERRY

Dated:

18 December 2020


Signed:

DocuSigned by:  
  
TIM GROOT

Dated:

18 December 2020

Signed:

DocuSigned by:  
  
FOOBAR TECHNOLOGIES II APS

Dated:

18 December 2020

Signed:

DocuSigned by:  
  
SOCIAL MEDIA BABY APS

Dated:

18 December 2020

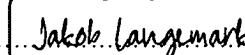
Signed:

DocuSigned by:  
  
HAPPY HOLDING APS

Dated:

18 December 2020

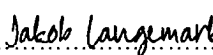
Signed:

DocuSigned by:  
  
HELLO GROUP APS

Dated:

18 December 2020

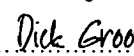
Signed:

DocuSigned by:  
  
HELLO VENTURES APS

Dated:

18 December 2020

Signed:

DocuSigned by:  
  
DICK GROOT

Dated: .....18 December 2020.....

Signed: .....  
**REED EXHIBITIONS LIMITED**

Dated: .....

Signed: .....  
.....  
**MEDITIDE LTD**

Dated: .....18 December 2020.....

Signed: .....  
**ATLANTIC VENTURES LTD**

Dated: .....

Signed: .....  
**CHRISTOPHER JOHN MAIRS**

Dated: .....

Signed: .....  
**BOWEN DWELLE**

Dated: .....

Signed: .....  
**LUKE BAKER**

Dated: .....

Dated: .....

Signed:   
REED EXHIBITIONS LIMITED

Dated: 18 December 2020 .....

Signed: .....  
MEDITIDE LTD

Dated: .....

Signed:   
ATLANTIC VENTURES LTD

Dated: 18 December 2020 .....

Signed:   
CHRISTOPHER JOHN MAIRS

Dated: 18 December 2020 .....

Signed:   
BOWEN DWYER

Dated: 18 December 2020 .....

Signed:   
LUKE BAKER

Dated: 18 December 2020 .....

## NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to one or some of the Resolutions only. If you agree with 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 methods:
  - **By e-mail:** attaching a scanned copy of the signed document (whether signed electronically or otherwise) to an e-mail and sending it to [mshelley@goodwinlaw.com](mailto:mshelley@goodwinlaw.com), with a copy to the Company and with "INTROS.AT Limited – Written Resolutions" in the subject box; or
  - **By DocuSign or such other similar electronic platform:** to the extent applicable, following the instructions set out within the electronic signing platform.
2. You may not indicate your agreement to the Resolutions by any other method. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. 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.
6. 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.