

COMPANY NUMBER: 09671771

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION OF
CULTUREAI LIMITED (the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolution 1 be passed by way of an written ordinary resolution and that Resolution 2 and Resolution 3 be passed by way of written special resolutions of the Company (the "**Resolutions**");

Ordinary resolution

THAT:-

- 1 in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to issue and allot 559,347 Preferred Seed Shares of £1 each in the Company, provided that:
- a. such powers shall be limited to the issue and allotment of the Preferred Seed Shares to the following persons and in the following proportions pursuant to the terms of an investment agreement to be entered into on or around the date of these Resolutions:

Shareholder	Number and class of shares
Senovo Capital Fund III GmbH & Co. KG	251,338 Preferred Seed Shares
Heyford Trust	167,558 Preferred Seed Shares
Passion Capital Nominees Limited	33,511 Preferred Seed Shares
KCP Nominees Ltd.	33,511 Preferred Seed Shares
Guntram Friede	8,377 Preferred Seed Shares
Azalea Limited	8,377 Preferred Seed Shares
Richard Stokes	5,667 Preferred Seed Shares
Passion Capital III LP	22,670 Preferred Seed Shares
UK FF Nominees Limited	28,338 Preferred Seed Shares
TOTAL	559,347 Preferred Seed Shares

- b. such Preferred Seed Shares shall carry such rights and obligations set out in the New Articles, as defined in Resolution 3 below and as appended to these Resolutions; and
- c. this authority shall, unless renewed, varied or revoked by the Company, expire within six months after the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement

notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

Special resolutions




THAT:-

- 2 any pre-emption rights in respect of the issue and allotment of shares, both statutory and under article 10 of the company's Articles of Association, are disapplied to enable the Directors to issue and allot the New Shares in the number and proportions set out in Resolution 1;
- 3 that the draft Articles of Association attached to the Resolutions ("**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.

Agreement

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

THE UNDERSIGNED, being members of the Company who, on the circulation date of the Resolutions stated above, would be entitled to attend and vote at a general meeting of the Company had the Resolutions been put to such a meeting, hereby irrevocably agree (s) to the Resolutions.

Name	Signature	Date
James Moore		15th October 2021
Passion Capital Nominees Limited, acting by a director		15th October 2021
Jonathan Stokes		15th October 2021

Cultureai Limited (the "Company")

Notice explaining the Written Resolutions

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by the following method:

EMAIL: by attaching a scanned copy of the signed written resolution to an email and sending it to james.moore@culture.ai

If you do not agree to the above resolutions, you do not need to do anything.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the circulation date, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, 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.