

Company Number: 09750608

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

STREETTEAM SOFTWARE LIMITED

(the "Company")

Circulation Date: 28 May 2020

Passed on Date: 28 May 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 to 3 below be passed as ordinary resolutions and resolutions 4 and 5 below are passed as special resolutions (the "**Resolutions**").

ORDINARY RESOLUTIONS

		FOR	AGAINST
1	<p>THAT, subject to the passing of resolution 5 below, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot and issue shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £197.0443 comprising of a combination of series B3a shares of £0.0001 each in the capital of the Company and series B3b shares of £0.0001 each in the capital of the Company having the rights and being subject to the restrictions set out in the Amended Articles (as defined below) provided that:</p> <p>(i) the authority granted under this resolution shall</p>	x	

WEDNESDAY



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COMPANIES HOUSE

		FOR	AGAINST
	<p>expire five years after the passing of this resolution; and</p> <p>(ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority is in addition to all subsisting authorities to the extent unused.</p>		
2	<p>THAT, subject to the passing of resolution 5 below, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot and issue shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £48.1045 comprising of a combination of A ordinary shares of £0.0001 each in the capital of the Company and B ordinary shares of £0.0001 each in the capital of the Company (such shares being allocated to, and expanding, the Company's share option pool) having the rights and being subject to the restrictions set out in the Amended Articles (as defined below) provided that:</p> <p>(i) the authority granted under this resolution shall expire five years after the passing of this resolution; and</p> <p>(ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require shares to</p>	x	

		FOR	AGAINST
	<p>be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority is in addition to all subsisting authorities to the extent unused.</p>		
3	<p>THAT, subject to the passing of resolution 5 below, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company:</p> <p>(a) to constitute and issue convertible loan notes of the Company as constituted by a loan note instrument (the "Instrument") in the form agreed by the Board (with Investor Majority Board Approval) (the "Loan Notes") in the Company, up to a maximum aggregate nominal amount of £13,000,000;</p> <p>(b) to allot and issue up to a maximum aggregate nominal amount of £13,000,000 of shares in the capital of the Company on the subsequent conversion of the Loan Notes in accordance with their terms and the terms of the Instrument (as varied, supplemented or replaced from time to time),</p> <p>provided that:</p> <p>(i) the authority granted under this resolution shall expire five years after the passing of this resolution; and</p> <p>(ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an</p>	x	

		FOR	AGAINST
	offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.		

SPECIAL RESOLUTIONS

		FOR	AGAINST
4	THAT, subject to the passing of resolutions 1 to 3 above, any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company, under the Act, or otherwise, shall not apply to and shall be and hereby are waived in respect of the allotment and issue of shares and other securities in the capital of the Company pursuant to resolutions 1 to 3 above.	x	
5	That, the existing articles of association of the Company (the "Existing Articles") be amended as set out in the copy of the articles of association attached to these written resolutions (the " Amended Articles "), where deletions to the Existing Articles are shown in struck through text and additions are shown in underlined text.	x	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which "X" is marked in the "For" box above.

Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

DocuSigned by:

William McQuillan

3183153476894ED.....

Name:

william McQuillan

.....

(Print name)

For and on behalf of:

Frontline Venture Fund 1 Limited Partnership

.....

(Complete if member is a company)

5/28/2020

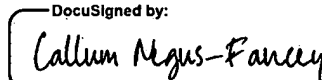
Date:

.....

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Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

DocuSigned by:

9DP63CD9C8EP48B...

Name:

Callum Negus-Fancey
.....
(Print name)

For and on behalf of:

.....
(Complete if member is a company)

Date:

28 May 2020
.....

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which "X" is marked in the "For" box above.

Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

DocuSigned by:

James Beaumont

F1A4524CCD9F45A...

Name:

James Beaumont

(Print name)

For and on behalf of:

(Complete if member is a company)

Date:

5/28/2020

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Signed:

DocuSigned by:
Callum Negus-Fancey
9DF63CD5C8EF48B

Name:

Callum Negus-Fancey

(Print name)

For and on behalf of:

Let's Go Crazy Holding Limited

(Complete if member is a company)

Date:

5/28/2020

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Signed:

DocuSigned by:

Liam Negus-Fancey

A9FD97FEAF6C460...

Name:

Liam Negus-Fancey

(Print name)

For and on behalf of:

(Complete if member is a company)

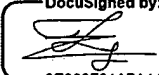
Date:

28 May 2020

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Signed:

DocuSigned by:

8E386F81A7A1414...

Name:

Amy Amadou

(Print name)

For and on behalf of:

Kindred Capital Opportunity I SCSP

(Complete if member is a company)

Date:

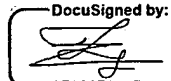
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Signed:

DocuSigned by:



8E386F81A7A1414

Name:

Amy Amadou

(Print name)

For and on behalf of:

Kindred
Capital Base

TS CSP

(Complete if member is a company)

Date:

5/28/2020

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Signed:



Name:

Robin de Gruchy-Wilson

(Print name)

For and on behalf of:

NZ IX (GP) Limited,
Acting as General Partner of NZ IX GP L.P.
Acting as General Partner of Northzone IX L.P.
(Complete if member is a company)

Date:

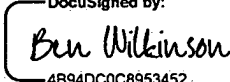
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Signed:

DocuSigned by:



4894DC0C8953452.....

Name:

Ben wilkinson

.....

(Print name)

For and on behalf of:

Esprit Capital Partners

.....

(Complete if member is a company)

Date:

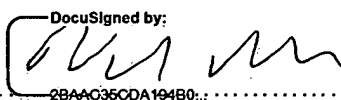
5/28/2020

.....

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Signed:

DocuSigned by:

28AAG35CDA194B0...

Name:

Richard Marsh
.....
(Print name)

For and on behalf of:

ENCORE VENTURES LLP
.....
(Complete if member is a company)

Date:

5/28/2020
.....

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Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

Two handwritten signatures are present. The first signature is 'ms' followed by a horizontal line and a vertical line. The second signature is 'Swanson' written in a cursive style.

Name:

Marc Harris and Gayle Swanson
(Print name)

For and on behalf of:

Backed 1 GP Limited as general partner of Backed 1 LP
(Complete if member is a company)

Date:

28 May 2020

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which "X" is marked in the "For" box above.

Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

Two handwritten signatures are present. The first signature is 'Marc Harris' and the second is 'Gayle Swanson'.

Name:

Marc Harris and Gayle Swanson
(Print name)

For and on behalf of:

Backed Encore 1 GP Limited as general partner of Backed
Encore 1 LP
(Complete if member is a company)

Date:

28 May 2020

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Signed:

DocuSigned by:
William Horlick
B8EB4561-90E3-43F1-AFD3-1ADED28A8DCD

Name:

William Horlick

(Print name)

For and on behalf of:

Draper Esprit VCT plc

(Complete if member is a company)

Date:

5/28/2020

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Signed:

Name:

DO THUAN DUY SERGE SMOSSY

(Print name)

For and on behalf of:

SIENNA CAPITAL PARTICIPATIONS S.À. R.L

(Complete if member is a company)

Date:

28 MAY 2020

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Note: To "vote" for a resolutions you must sign below AND mark "X" in the "For" box for the resolution above.

Signed:

DocuSigned by:

Ken Costa

630C1B4C8D044EA...

Name:

Ken Costa

.....

(Print name)

For and on behalf of:

.....

(Complete if member is a company)

Date:

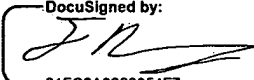
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Signed:

DocuSigned by:

91FC2A9223054F7...

Name:

James Ponnusamy
.....
(Print name)

For and on behalf of:

.....
(Complete if member is a company)

Date:

5/28/2020
.....

NOTES

- 1 If you wish to vote in favour of a Resolution please put an "X" in the box marked "For" next to that Resolution.

If you wish to vote against a Resolution please put an "X" in the box marked "Against" next to that Resolution or leave both boxes next to that Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- (a) **By Hand:** delivering the signed copy to the directors at the registered office of the Company.
- (b) **Post:** returning the signed copy by post to the directors at the registered office of the Company.
- (c) **Electronic Delivery:** scanning the original signed copy and emailing or sending the scan, without any manner of alteration or variation to the original, to scott.parmenter@taylorvinters.com.
- (d) **Electronic Signing Platform:** via the DocuSign or any other similar electronic signing platform.

If there are no Resolutions that you agree with, 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 a Resolution, you may not revoke your agreement.
- 3 Your agreement to a Resolution will constitute your consent for all purposes to the subject matter of the resolution, including without prejudice to the generality of the foregoing, for the purposes of consenting in writing to any variation of share rights resulting from the subject matter of the resolution.
- 4 Unless, within 28 days of the Circulation Date sufficient agreement has been received from the required majority of eligible members for a Resolution to be passed, it will lapse. If you agree to any or all of the Resolutions please ensure that your agreement reaches us on or before this date.