

**THE COMPANIES ACT 2006  
WRITTEN RESOLUTIONS  
of  
CLEO AI LTD.  
(company number: 09864205)  
(the "Company")**

THURSDAY



A18 \*A870NTBK\* #63  
06/06/2019  
COMPANIES HOUSE

7 May 2019 (the "Circulation Date")

**WE**, the undersigned, being the members of the Company who at the Circulation Date are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 288 of the Companies Act 2006, to pass the following as written resolutions, which have been proposed as ordinary resolutions and a special resolution (as indicated) (the "Resolutions").

**ORDINARY RESOLUTIONS**

1. **THAT** the Company enters into a plain English growth capital loan and security agreement dated on or around the date of the Circulation Date and made between (1) the Company as borrower and (2) TriplePoint Capital LLC (the "Lender") pursuant to which the Lender agrees to make certain facilities available to the Company (the "Agreement").
2. **THAT** the Company enters into a debenture to be made between (1) the Company and (2) the Lender.
3. **THAT** the Company enters into a pledge agreement to be made between (1) the Company and (2) the Lender pursuant to which the Company grants a pledge governed by the laws of the State of California in favour of the Lender over the shares in Cleo AI Inc..
4. **THAT** the Company enters into an IP security agreement to be made between (1) the Lender and (2) the Company.
5. **THAT** the Company enters into a director's certificate signed by a director of the Company certifying the matters set out therein.
6. **THAT** the Company enters into the other Loan Documents (as such term is defined in the Agreement) to which it is a party and other documents to be entered into in connection with, or ancillary to, the Loan Documents.  
  
(The documents listed in (1) to (6) above being, the "Documents").
7. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents, and any other documents relating to or connected with the same.
8. **THAT** any director of the Company be or he or she is hereby authorised to execute the Documents on behalf of the Company subject to such amendments and modifications as the director executing the same may in his/her absolute discretion agree and so that the director's signature of the relevant Document shall be conclusive evidence of the agreement to such amendments or modifications and if any Document or related document agreed by a director needs to be executed as a deed, that it be executed as a deed in accordance with section 44 of the Companies Act 2006.

9. **THAT** the giving of the guarantee in respect of the obligations of the **Obligors** (as such term is defined in the Agreement) by the **Company** under the terms of the Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Agreement is to the commercial benefit and advantage of the Company.
10. **THAT** any acts done or documents executed pursuant to any of the foregoing paragraphs of these resolutions shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing resolutions).
11. **THAT**, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to grant rights to subscribe for shares in the Company (and allot and issue the relevant shares upon the exercise of such rights) pursuant to a warrant instrument approved by the board of directors, up to a maximum aggregate nominal amount of £2.50, provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) 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.

This authority is in addition to all subsisting authorities.

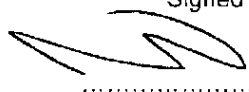
#### **SPECIAL RESOLUTION**

12. **THAT**, subject to the passing of resolution 10 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities pursuant to the authority conferred by resolution 10 above as if section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act 2006).

#### **AGREEMENT**

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.

Signed	Name	Date
 ..... .....	<b>BARNABY HUSSEY-YED</b> ..... .....	<b>23 May 2019</b> ..... .....

9. **THAT** the giving of the guarantee in respect of the obligations of the **Obligors** (as such term is defined in the Agreement) by the **Company** under the terms of the Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Agreement is to the commercial benefit and advantage of the Company.
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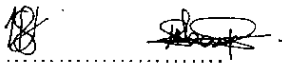
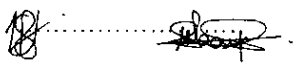
### **SPECIAL RESOLUTION**


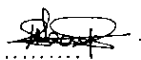
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Signed	Name	Date
	Revolutionary (Ad)ventures No 17 Ltd	.....23 May 2019
	Revolutionary (Ad)ventures No 25 Ltd	.....23 May 2019

Revolutionary (Ad)ventures No 33 Ltd

23 May 2019

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## 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 where indicated above and returning it to the Company using one of the following methods:
  1. **by hand:** delivering the signed copy to Chloe Szczerbiak at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW;
  2. **by email:** returning the signed copy by email to [c.szczerbiak@taylorwessing.com](mailto:c.szczerbiak@taylorwessing.com); or
  3. **by post:** returning the signed copy by post to Chloe Szczerbiak at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW.
2. If you do not agree to the Resolutions, you do not need to do anything: 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, within 28 days of circulation of the Resolutions, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.

9. **THAT** the giving of the guarantee in respect of the obligations of the **Obligors** (as such term is defined in the Agreement) by the **Company** under the terms of the Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Agreement is to the commercial benefit and advantage of the Company.
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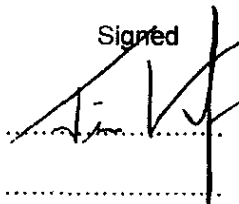
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Signed	Name	Date
	Balderton Capital VI, SLP, Represented by its general partner Balderton Capital General Partner VI.	23 May 2019

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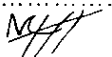
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Signed	Name	Date
	Entrepreneur First L.P	23 May 2019
	Entrepreneur First Next Stage L.P	23 May 2019

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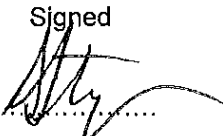
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Signed	Name	Date
	Director of LocalGlobe VIII GP Limited General Partner of LocalGlobe VIII, L.P.	28 May 2019
.....	.....	.....
.....	.....	.....



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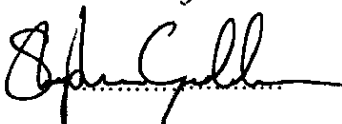
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Signed	Name	Date
	Mainspring Nominees (2) Limited	23 May 2019
.....	.....	.....

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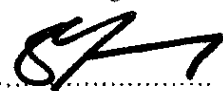
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Signed	Name	Date
	<u>Simon Franks</u>	..... 23. May. 2019
.....	.....	.....

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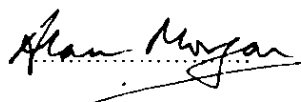
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Signed	Name	Date
	Alan Morgan .....	..... 23 May 2019
.....	.....	.....

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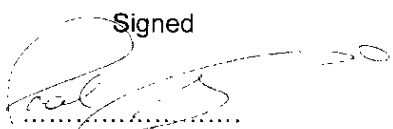
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Signed	Name	Date
	OÜ Notorius Vallo Paal and Martin Tälli	20.05.2019
.....	.....	.....

6. **THAT** the giving of the guarantee in respect of the obligations of the **Obligors** (as such term is defined in the Agreement) by the **Company** under the terms of the Agreement is in the best interests of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Agreement is to the commercial benefit and advantage of the Company.
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*This authority is in addition to all subsisting authorities.*

#### **SPECIAL RESOLUTION**

9. **THAT**, subject to the passing of resolution 10 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities pursuant to the authority conferred by resolution 10 above as if section 561 of the Companies Act 2006 and any rights of pre-emption (however expressed) contained in the articles of association of the Company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Companies Act 2006).

#### **AGREEMENT**

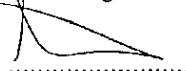
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

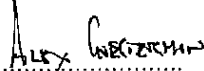
The undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed

Name

Date





24 May 2019