

Company Number: 09864205

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CLEO AI LTD.

(the "Company")

12 March 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 resolutions (each a "Resolution" and, together, the "Resolutions") be passed, in the case of Resolutions 1, 2 and 3 as ordinary resolutions and, in the case of Resolutions 4, 5 and 6 as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, 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/or to grant rights to subscribe for or to convert any security into shares in the capital of the Company up to a maximum aggregate nominal amount of £93.17770, provided that:
 - (a) unless revoked, varied or extended by the Company, 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 convert securities 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 and the authority set out in Resolution 2 together are in substitution of all subsisting authorities, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

2. **THAT**, 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 Equity Securities (as defined in section 560 of the Act) in the capital of the Company up to a maximum aggregate nominal amount of £52.44853, provided that:
 - (a) unless revoked, varied or extended by the Company, 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 Equity Securities to be allotted or Equity Securities to be granted after such expiry and the directors may allot such Equity Securities or grant such Equity Securities (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority and the authority in Resolution 1 together are in substitution of all subsisting authorities, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

3. **THAT**, subject to the passing of Resolution 4 and subject to and with immediate effect from completion of the proposed transfer of an aggregate 98,991 ordinary shares of £0.00001 each in the capital of the Company from Barnaby Hussey-Yeo to EQT Ventures II Investments S.à r.l. (the "**Sale Shares**"), the Sale Shares be re-designated as an aggregate 98,991 B2 preferred shares of £0.00001 each in the capital of the Company, carrying the rights and subject to the restrictions set out in the New Articles (as defined below).

SPECIAL RESOLUTIONS

4. **THAT**, the articles in the form attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (the "**New Articles**").
5. **THAT**, subject to the passing of Resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of shares and/or grant of rights to subscribe for or convert any security into shares made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disapplied.
6. **THAT**, subject to the passing of Resolution 2, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of Equity Securities made by the directors pursuant to the authority conferred upon them by Resolution 2 above be and hereby are waived or otherwise disapplied.

Please read the notes overleaf before signifying your agreement to the Resolutions.

These Resolutions may be executed in one or more counterparts, each of which were executed shall be an original, but all counterparts together shall constitute one of the same instrument.

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

Signed by: **BARNABY HUSSEY-YEO**

Barney Hussey-Yeo

Dated: 12 March 2020

Signed by: **ALEKSANDRA WOZNAK**

Dated: _____

Signed by: _____

For and on behalf of
**ENTREPRENEUR FIRST
INVESTMENT MANAGER LLP**

Dated: _____

Signed by: _____

For and on behalf of
**ENTREPRENEUR FIRST NEXT
STAGE L.P.**

Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 17 LTD**

Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 25 LTD**

Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 33 LTD**

Dated: _____

Signed by: **BARNABY HUSSEY-YEO** _____

Dated: _____

Signed by: **ALEKSANDRA WOZNIAK** _____

Dated: _____

Signed by: Matt Clifford _____



For and on behalf of
**ENTREPRENEUR FIRST
INVESTMENT MANAGER LLP**

Dated: 12 March 2020

Signed by: Matt Clifford _____



For and on behalf of
**ENTREPRENEUR FIRST NEXT
STAGE L.P.**

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Dated: _____

Signed by: **BARNABY HUSSEY-YEO**

Dated: _____

Signed by: **ALEKSANDRA WOZNIAK**

Dated: _____

Signed by: _____

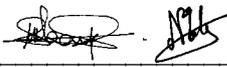
For and on behalf of
**ENTREPRENEUR FIRST
INVESTMENT MANAGER LLP**

Dated: _____

Signed by: _____

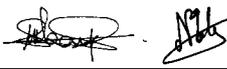
For and on behalf of
**ENTREPRENEUR FIRST NEXT
STAGE L.P.**

Dated: _____

Signed by:  _____

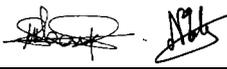
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Dated: 12 March 2020

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NO. 25 LTD**

Dated: 12 March 2020

Signed by:  _____

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 33 LTD**

Dated: 12 March 2020

Signed by: _____
For and on behalf of
**HAMBLE INVESTMENT
HOLDINGS LTD**

Dated: _____

Signed by: **SIRAJ KHALIQ** _____

Dated: _____

Signed by: **ALEX CHESTERMAN** _____

12 March 2020

Dated: _____



Signed by: **SIMON FRANKS** _____

Dated: _____

Signed by: **ALAN MORGAN** _____

Dated: _____

Signed by: **JASON GOODMAN** _____

Dated: _____

Signed by: _____

For and on behalf of
**MAINSRING NOMINEES (2)
LIMITED**

Dated: _____

Signed by: **WENDY TAN WHITE** _____

Dated: _____

Signed by: _____
For and on behalf of
**HAMBLE INVESTMENT
HOLDINGS LTD**

Dated: _____

Signed by: **SIRAJ KHALIQ** _____

Dated: _____

Signed by: **ALEX CHESTERMAN** _____

Dated: _____

Signed by: **SIMON FRANKS** _____

Dated: _____

Signed by: **ALAN MORGAN** *Alan Morgan* _____

Dated: 12 March 2020

Signed by: **JASON GOODMAN** _____

Dated: _____

Signed by: _____
For and on behalf of
**MAINSRING NOMINEES (2)
LIMITED**

Dated: _____

Signed by: **WENDY TAN WHITE** _____

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For and on behalf of
**HAMBLE INVESTMENT
HOLDINGS LTD**

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Signed by: **ALEX CHESTERMAN** _____

Dated: _____

Signed by: **SIMON FRANKS** _____

Dated: _____

Signed by: **ALAN MORGAN** _____

Dated: _____

Jason Goodman

Signed by: **JASON GOODMAN** _____

Dated: 12 March 2020

Signed by: _____
For and on behalf of
**MAINSRING NOMINEES (2)
LIMITED**

Dated: _____

Signed by: **WENDY TAN WHITE** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: Sarita Steyn *Sarita Steyn* _____

For and on behalf of
LOCALGLOBE VIII, L.P.

Dated: 12 March 2020 _____

Signed by: _____

For and on behalf of
OÛ NOTORIUS

Dated: _____

Signed by: _____

For and on behalf of
BALDERTON CAPITAL VI, S.L.P.

Dated: _____

Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: _____

For and on behalf of
LOCALGLOBE VIII, L.P.

Dated: _____

Signed by: Vallo Paal _____

Vallo Paal

For and on behalf of
OÜ NOTORIUS

Dated: 12 March 2020 _____

Signed by: _____

For and on behalf of
BALDERTON CAPITAL VI, S.L.P.

Dated: _____

Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: _____

For and on behalf of
LOCALGLOBE VIII, L.P.

Dated: _____

Signed by: Martin Tälli

Martin Tälli

For and on behalf of
OÜ NOTORIUS

Dated: 12 March 2020

Signed by: _____

For and on behalf of
BALDERTON CAPITAL VI, S.L.P.

Dated: _____

Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: _____

For and on behalf of
LOCALGLOBE VIII, L.P.

Dated: _____

Signed by: _____

For and on behalf of
OÜ NOTORIUS

Dated: _____

Signed by: 
Donatien-Xavier Martin
Manager

For and on behalf of
BALDERTON CAPITAL VI, S.L.P.

Dated: 12 March 2020

Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

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Dated: 12 March 2020 _____