

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
CLEO AI LTD. (the "Company")**

Circulation Date: 23 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 below be passed as an ordinary resolution (the "**Resolution**") to take immediate effect as if they had been passed at a general meeting duly convened and held:

ORDINARY RESOLUTION

1. **THAT:**

- (a) the entry into the following documents by the Company:
 - (i) a loan agreement to be entered into amongst others, the Company and Cleo AI Inc. (together, as Original Borrowers and Original Guarantors), Silicon Valley Bank ("**SVB**") (as Agent and Collateral Agent), and SVB and SVB Innovation Credit Fund VIII, L.P. ("**SVB Capital**") (together, the "**Lenders**");
 - (ii) a debenture to be entered into between SVB as Collateral Agent and the Company as Chargor;
 - (iii) an agency and security trust deed to be entered into between amongst others, the Company and Cleo AI Inc. (as Obligors), SVB (as Original Lender, Agent and Collateral Agent), and SVB Capital (together, as Original Lenders);
 - (iv) a warrant instrument to be granted by the Company to SVB;
 - (v) a warrant instrument to be granted by the Company to SVB Capital; and
 - (vi) any other notices required in connection with the above documents and any other related or ancillary documents,

(together, the "**Relevant Documents**"),

and the terms of, and the transactions contemplated by, the Relevant Documents are approved and will promote the success of the Company for the benefit of its members as a whole.
- (b) the directors of the Company are authorised to do, or authorise anyone to do, the following on behalf of the Company:
 - (i) cause the Company to grant and enter into a guarantee in favour of SVB;

- (ii) execute (and, for any Relevant Document which is a deed, deliver) each of the Relevant Documents in its current form or with any changes the directors, or anyone authorised by the directors, may approve; and
 - (iii) execute (and, for any Relevant Document which is a deed, deliver) any other documents or take any other action in relation to the Relevant Documents as the directors, or anyone authorised by the directors, may consider necessary; and
- (c) 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 £1.64696, provided that:
 - (i) 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
 - (ii) 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.

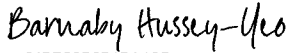
This authority is in addition to all subsisting authorities.

AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the Ordinary Resolution on the Circulation Date, hereby agree to the Resolution.

Signed by: **BARNABY HUSSEY-YEO**

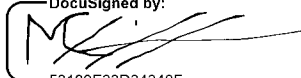
DocuSigned by:

 64BFC3D3B1DA4CD...

Dated: 5 January 2022

Signed by: **ALEKSANDRA WOZNIAK**

Dated: _____

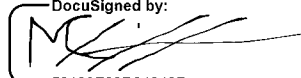
Signed by: Matt Clifford

DocuSigned by:

53199E33D34348F...

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

Dated: 5 January 2022


Signed by: Matt Clifford

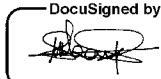
DocuSigned by:

53199E33D34348F...

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

Dated: 5 January 2022

Signed by: Kevin Burtony
Shameer Rampersand


DocuSigned by:

70358884AAE412...

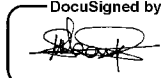
DocuSigned by:

5228708B6FE340B...

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

Dated: 5 January 2022

Signed by: Kevin Burtony
Shameer Rampersand


DocuSigned by:

70358884AAE412...

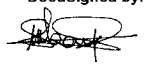
DocuSigned by:

5228708B6FE340B...

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

Dated: 5 January 2022

Signed by: Kevin Burtony
Shameer Rampersand


DocuSigned by:

703588884AAE412...

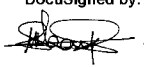
DocuSigned by:

5228708B6FE340B...

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

Dated: 5 January 2022

Signed by: Kevin Burtony
Shameer Rampersand

DocuSigned by:

703588884AAE412...

DocuSigned by:

5228708B6FE340B...

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 34 LTD**

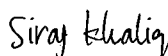
5 January 2022

Signed by: _____

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


Dated: _____

Signed by: **SIRAJ KHALIQ**

DocuSigned by:

F6B6FD6039134D9...

Dated: 5 January 2022

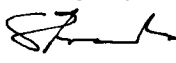
Signed by: **ALEX CHESTERMAN**

DocuSigned by:

5B8D226AC7094BC...

Dated: 5 January 2022


Signed by: **SIMON FRANKS**

Dated: 5 January 2022

DocuSigned by:

4253D0AA44FD40C...

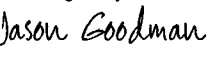
Signed by: **ALAN MORGAN**

Dated: 5 January 2022

DocuSigned by:

0F64F6BE79E1420...

Signed by: **JASON GOODMAN**

Dated: 5 January 2022

DocuSigned by:

06824C7C777142F...

Signed by: Bruce Macfarlane

DocuSigned by:

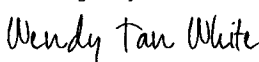
46961B559CBA462...

For and on behalf of
MAINSRING NOMINEES (2)
LIMITED

Dated: 5 January 2022

Signed by: **WENDY TAN WHITE**

Dated: 5 January 2022

DocuSigned by:

10BE200F4F02496...

Signed by: **JOE WHITE**

Dated: _____

Signed by: _____

For and on behalf of
LOCALGLOBE VIII GP LIMITED in its
capacity as general partner for and on
behalf of **LOCALGLOBE VIII, L.P.**

Dated: _____

Signed by: Vallo Paal
Martin Talli

DocuSigned by:
Martin Talli
C7FF4587D18A4D4...

DocuSigned by:
Vallo
A91FF318AC30486...

For and on behalf of
OÜ NOTORIUS

Dated: 5 January 2022

Signed by: Robert Moffat

DocuSigned by:
Robert Moffat
7ABC8E40C0CA4AD...

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

Dated: 5 January 2022

Signed by: **IAN HOGARTH**

DocuSigned by:
Ian Hogarth
2A765B9539B9436...

Dated: 5 January 2022

Signed by: Christiaan Snyders
Anna Kuylenstierna

DocuSigned by:
AK
F0FA7083C6FF420...

DocuSigned by:
AK
ED4DCE65F3884D0...

For and on behalf of
**EQT VENTURES II INVESTMENTS
S.À.R.L.**

Dated: 5 January 2022

Signed by: _____

By **SENDERWOOD FUND
MANAGEMENT LIMITED**
For and on behalf of **LATITUDE GP
LIMITED** acting in its capacity as
general partner of **LATITUDE, L.P.**

Dated: _____

Signed by: **MATTHEW ROBINSON**

DocuSigned by:

70F5A66461F1450...

Dated: 5 January 2022

Signed by: **TOM STAFFORD** _____

Dated: _____

Signed by: David Muir



For and on behalf of
TONA INVESTMENTS, L.P. acting by
its general partner **TONA GP LIMITED**
acting by its authorized signatory

Dated: 5 January 2022

Signed by: _____

For and on behalf of
**SBI AI&BLOCKCHAIN INVESTMENT
LPS**

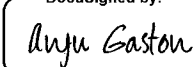
Dated: _____

Signed by: **ANJU GASTON**

Dated: 5 January 2022

Signed by: **JOHN BLACKWOOD**

Dated: _____

DocuSigned by:

2575F734D4D74B1...