

Company number: 10051136

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
REWARD CLOUD LIMITED  
(the "Company")

Circulation date: 9 December 2022

Passed on: 9 December 2022

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "Ordinary Resolution"); and
- 2 resolutions 2 and 3 are passed as special resolutions (the "Special Resolutions").

ORDINARY RESOLUTIONS

1. THAT, subject to the passing of resolution 3 below, the directors of the Company be 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 capital of the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £33.892 in respect of growth shares, provided that:
  - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - 1.2. the Company may, before such expiry under paragraph 1.1 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 to the extent unused.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, the 2006 Act or otherwise, be and hereby are waived in respect of the issue and allotment of shares and other securities in the capital of the Company as set out in resolution 1.
3. THAT the articles of association contained in the document attached to these written resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

Please read the notes at the end of this document before signifying your agreement to the **above resolutions ("Resolutions")**

DocuSigned by:  
  
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PASSION CAPITAL II LP

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ALEXANDER PREECE

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R&H TRUST CO (JERSEY) LIMITED and RHR TRUST CO LIMITED  
(as Trustees of the Heyford Trust)

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PAUL FORSTER

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CIP NOMINEES LIMITED

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KCP NOMINEES LIMITED

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KENNY IVES

Notes for Members:

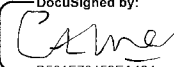
- 1 To signify his/her agreement to the proposed Resolutions set out above each eligible member is requested to sign and return undated these Resolutions to Geoff Dragon at Taylor Vinters LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP. Once eligible members have signified their agreement to the Resolutions their agreement may not be revoked.
- 2 Alternatively an eligible member may send a scanned signed but undated copy of these proposed written resolutions to [geoff.dragon@ttaylorvinters.com](mailto:geoff.dragon@ttaylorvinters.com), or by signing the document electronically, by following the signing instructions provided via the relevant electronic signing platform.
- 3 These proposed written resolutions will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members.

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ALEXANDER PREECE

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R&H TRUST CO (JERSEY) LIMITED and RHR TRUST CO LIMITED  
(as Trustees of the Heyford Trust)

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PAUL FORSTER

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CIP NOMINEES LIMITED

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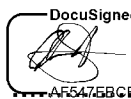
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KENNY IVES

SIGNED for and on behalf of: R&H )  
TRUST CO (JERSEY) LIMITED and )  
RHR TRUST CO LIMITED )  
as trustees of )  
THE HEYFORD TRUST )

DocuSigned by:  
*Robert Laing*  
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Director

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DocuSigned by:  
*Deirdre Ann Flanagan*  
562E67144BFA471...

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For Woodbourne Secretaires (Jersey) Limited,  
Secretary

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