

Company number 10850644

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THELOGICALLY LTD

(the "Company")

Circulation Date 9 March **2022**

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 are passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

- 1 THAT, the articles of association attached to this resolution ("Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.
- 2 THAT subject to passing Resolution 1, all Series A Ordinary Shares of £1 in the Company in issue be converted into Series A Preferred Shares of £1 having the rights set out in the Articles;
- 3 THAT, subject to the passing of Resolutions 1 and 2, and in accordance with the Articles adopted pursuant to Resolution 1 above, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) in respect of (1) the 26,384 Series A Preferred shares of £1 each to be issued in the Company under the convertible loan agreement dated 28 March 2021 between the Company, Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP and the convertible loan agreement dated 28 March 2021 between the Company and XTX Investments UK Limited; and (2) the 111,478 Series A Preferred Shares to be issued in the Company to each of Eliza Tinsley (UK) Limited, VIP IV Bonsai GP Limited and Amazon.com NV Investment Holdings LLC as if article 13.3 of the Articles did not apply to any such allotments.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions. The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed:

Name of Shareholder: Lyric Jain

Dated:

Signed:

Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Dated:

Signed:

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Umasli Aggarwal

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Name of Shareholder: Eliza Tinsley (UK) Limited

Dated: 9 March 2022.....

Signed:

Name of Shareholder: XTX Investments UK Limited

Dated:

Signed:

Name of Shareholder: RTL Investments Limited

Dated:

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Name of Shareholder: Lyric Jain

Dated:

Signed: 

Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Dated: 9 March 2022

Signed:

Name of Shareholder: Eliza Tinsley (UK) Limited

Dated:

Signed:

Name of Shareholder: XTX Investments UK Limited

Dated:

Signed:

Name of Shareholder: RTL Investments Limited

Dated:

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Dated:

Signed:

Name of Shareholder: Eliza Tinsley (UK) Limited

Dated:

Signed: 

Name of Shareholder: XTX Investments UK Limited

Dated: 9 March 2022

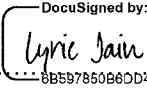
Signed:

Name of Shareholder: RTL Investments Limited

Dated:

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Signed: 

Name of Shareholder: Lyric Jain

Dated: 9 March 2022

Signed:

Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Dated:

Signed:

Name of Shareholder: Eliza Tinsley (UK) Limited

Dated:

Signed:

Name of Shareholder: XTX Investments UK Limited

Dated:

Signed: 

Name of Shareholder: RTL Investments Limited

Dated: 9 March 2022

NOTES

- 1 If you agree to 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:
 - (a) By Hand: delivering the signed copy to CWB/THE.116-9 at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB;
 - (b) Post: returning the signed copy by post to CWB/THE.116-9 at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB.
 - (c) E-mail: by attaching a scanned copy of the signed document by email to millie.woodruff@squirepb.com.

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.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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.