

Company number 10850644

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THELOGICALLY LTD

(the "Company")

Circulation Date Friday 12th January **2024**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 below be passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

- 1 THAT, the holding of each and every meeting of the Board of Directors by the Directors of the Company since 9 March 2022 where any such meeting has not complied with the requirements as to quorum for such meeting in Article 30.1 of the Articles, by reason only of having fewer than three Directors appointed to the Board and therefore fewer than three Directors present at the meeting (but otherwise having the directors appointed at the relevant time, present), be and is hereby irrevocably approved and ratified and that each such meeting shall be approved and ratified as validly held.
- 2 THAT, the articles of association of the Company (Articles) be amended by deleting Article 30.1 and inserting a new Article 30.1, as follows:

"30.1 The quorum for Directors' meetings shall be three Directors (or, in respect of any meeting, if fewer Directors are, at the time of that meeting, appointed to the Board, such number of Directors as shall be so appointed as Directors) who must include (i) Lyric, whilst he remains a Director and a full time Employee (save where Article 31.2 applies in relation to his own service agreement), and (ii) the Vitruvian Director (where appointed) (save that where a Relevant Interest of an Investor Director and/or Lyric (as the case may be) is being authorised by other Directors in accordance with section 175(5)(a) of the Act, such Investor Director and any other interested Director shall not be included in the quorum required for the purpose of such authorisation but shall otherwise be included for the purpose of forming the quorum at the meeting). If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or at such time and place as determined by the Directors present at such meeting. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed due to the absence of the same Director who caused the first meeting not to be quorate, then the meeting shall be deemed quorate and shall proceed."

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: 16 January 2024

Signed:
Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP
Dated: 16 January 2024

Signed:
Name of Shareholder: Eliza Tinsley (UK) Limited
Dated: 16 January 2024

Signed:
Name of Shareholder: XTX Investments UK Limited
Dated: 16 January 2024

Signed:
Name of Shareholder: RTL Investments Limited
Dated: 16 January 2024

Name of Shareholder: Amazon.com NV Investment Holdings LLC
Dated:
Signed:

Name of Shareholder: VIP IV Bonsai LP acting by its general partner VIP IV Bonsai GP Limited

Dated: 16 January 2024

Signed:

DocuSigned by:

Grant Collins

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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.