

Company No. 11645431

THE COMPANIES ACT 2006



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

ZEPHR INC LIMITED

(the "Company")

Date: 9 November 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), we, the undersigned eligible members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date hereby pass Resolution 1 as a written ordinary resolution and Resolution 2 as a written special resolution of the Company and agree that, if duly passed, they shall be for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT**, subject to and conditional on the passing of Resolution 2, in accordance with section 551 of the Act, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") of up to an aggregate nominal amount of £1,367.51 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed ("Resolution 1").

SPECIAL RESOLUTION

2. **THAT**, the draft articles of association in the form appended in the Schedule to these resolutions (the "New Articles") be adopted by the Company in substitution for and to the exclusion of the existing articles of association of the Company ("Resolution 2").

Agreement of the eligible members

The undersigned, being the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions set out above:

Signed

Name:

Dated: 9 November 2020

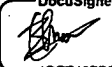
DocuSigned by:

4BCCA129A5614E5...
James Henderson

Signed

Name:

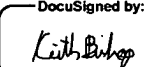
Dated: 9 November 2020

DocuSigned by:

10FE487DBD3B439...
Balraj Cheema

Signed

Name:

Dated: 9 November 2020


DocuSigned by:

867774B75F10423...
Keith Bishop

Signed

Name:

For and on behalf of:

Dated: 9 November 2020

DocuSigned by:

C81B5557833B48C...
Carles Ferrer


Nauta Tech Invest IV, FCR by Nauta Capital VC Partners, SGEIC S.A.

Signed

Name:

For and on behalf of:

Dated: 9 November 2020

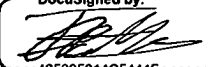
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Carles Ferrer

Nauta Tech Invest IV SCR, S.A. by Nauta Capital VC Partners, SGEIC S.A.

Signed

Name:

Dated: 9 November 2020

DocuSigned by:

425095014C5444F...
Julian Andrew Bartlam

Signed

Name:

Dated:

DocuSigned by:
Peter Munro
6993B5630DC8400.....
Peter Munro

Signed

Name:

Dated:

DocuSigned by:
Sebastian Cameron
0767DCCA3489444.....
Sebastian Cameron

NOTES

1. If you agree to the Resolutions, please signify your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:
 - a) by delivering the signed copy personally or sending it by post to Cooley (UK) LLP, 69 Old Broad St, London EC2M 1QS marked for the attention of Ege Sever; or
 - b) by sending a scanned copy of the signed document by email to esever@cooley.com.
2. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 28 days from the Circulation date.
3. If the Resolutions have not been passed by 28 days from the Circulation Date, they will lapse.
4. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
5. If you do not agree to the Resolutions, you need not take any action; you will not be deemed to agree to the Resolutions if you do not reply.
6. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.

Schedule