

EXECUTION VERSION

Company Number: 11645431

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS OF THE MEMBERS OF**  
**ZEPHR INC LIMITED**

(the "Company")

3 February 2021 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company propose that the following written resolutions be passed, in the case of the resolutions under the heading "Ordinary Resolutions" as ordinary resolutions and in the case of resolutions under the heading "Special Resolutions" as special resolutions and the undersigned, being the members of the Company who (at the date of circulation of these resolutions) would be entitled to vote on these resolutions, hereby agree pursuant to section 288 of the CA 2006 to the passing of the following resolutions:

**ORDINARY RESOLUTIONS**

**IT IS RESOLVED THAT:**

1. the directors of the Company be and are unconditionally authorised pursuant to section 551 of the CA 2006 to exercise all powers of the Company to allot shares in the capital of the Company ("Shares") or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to a maximum of £14.48 in accordance with the terms of the Warrant Instrument (as defined below) to be executed on or around the date hereof. This authority is in addition to all previous authorities conferred on the directors of the Company in accordance with section 551 of the CA 2006 or otherwise. This authority shall, unless renewed, varied or revoked by the Company expire at the end of the period of five years from the date that this Ordinary Resolution is passed save that the Company may, before such expiry, make an offer or agreement that would or might require Shares to be allotted or Rights to be granted and the directors of the Company may allot Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Ordinary Resolution has expired;
2. the Company enter into and perform the following documents:
  - 2.1. a £1,250,000 loan facility with, among others, Silicon Valley Bank ("SVB") as Lender (the "Loan Agreement");
  - 2.2. a warrant instrument to be entered into by the Company and SVB (the "Warrant Instrument") constituting warrants to purchase 1,448 series A preferred shares of £0.01 each in the capital of the Company (the "Warrant Shares");
  - 2.3. an English law governed debenture (the "Debenture") pursuant to which the Company will grant certain security interests in favour of SVB as Lender; and



- 2.4. the form of a certificate of the Company to be signed by a director of the Company certifying and confirming various matters relating to the Loan Agreement,

the documents at paragraphs 2.1 to 2.4 above, together with any agreements, deeds, certificates, letters, requests, resolutions, minutes, notices, acknowledgments, powers of attorney, or other documents necessary or desirable or relating thereto, being the "**Finance Documents**";

3. the terms of, and the transactions contemplated by, the Finance Documents and any related document are likely to promote the success of the Company for the benefit of its members as a whole and is also in the best interests and for the commercial benefit of the Company and are hereby approved;
4. any director of the Company and the company secretary of the Company (each an "**Authorised Signatory**"), each acting jointly or individually, has authority to negotiate and approve the terms of, and the transactions contemplated by, the Finance Documents and any related document in each case in such manner or form as that director or company secretary may in his or her absolute discretion think fit;
5. any Authorised Signatory has the authority to execute the Finance Documents (and any related documents) (with such amendments and modifications that any such Authorised Signatory may deem necessary or appropriate in his or her sole discretion, and the Authorised Signatory's signature of the relevant Finance Document shall be conclusive evidence of agreement to such amendments or modifications), other than deeds, and approve the terms of, and the transactions contemplated by, the Finance Documents;
6. any director of the Company signing in the presence of a witness or any two Authorised Signatories signing on behalf of the Company have authority to execute any Finance Documents or related document as a deed (with such amendments and modifications that any such Authorised Signatory may deem necessary or appropriate in his or her sole discretion, and the Authorised Signatory's signature of the relevant Finance Document shall be conclusive evidence of agreement to such amendments or modifications);
7. the entry into or accession to (as applicable) the Finance Documents by the Company (and the transactions contemplated thereby), including the granting of security and the giving of any guarantee under the Finance Documents, is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole;
8. all prior actions taken by any Authorised Signatory or director of the Company (acting individually or jointly) for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies and other documents (whether of a like nature or not) and the payment of all and any related fees and expenses be confirmed, ratified and approved in all respects; and
9. these resolutions have effect notwithstanding any provision of the Company's articles of association.

## SPECIAL RESOLUTION

### IT IS RESOLVED THAT:

1. subject to the passing of ordinary resolution 1 of these resolutions and in accordance with section 570 of the CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by ordinary resolution 1 of these resolutions, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:  
  
(a) be limited to the allotment of equity securities up to an aggregate nominal amount of £14.48; and  
  
(b) expire at the end of the period of five years from the date that this special resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
2. this special resolution has effect notwithstanding any provision of the Company's articles of association.

**Please read the notes set out below before signing or taking any action on these resolutions.**

### AGREEMENT OF MEMBERS

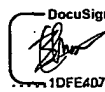
We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

Balraj Cheema

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DocuSigned by:  
  
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Date: 3 February 2021

## SPECIAL RESOLUTION

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**SIGNED by**

**BDMI GmbH acting by two authorised signatories**

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Signature: .....

DocuSigned by:

*Martin Dannhoff*

C67A34C84E31434

Martin Dannhoff

Name: .....

Managing Director / Geschäftsführer

Title: .....

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)

Signature: .....

DocuSigned by:

*Michael Kronenburg*

F66726A2EA9142F

Michael Kronenburg

Name: .....

Authorized Attorney

Title: .....

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Date: 3 February 2021

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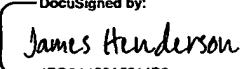
We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

James Henderson

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DocuSigned by:  
  
ABCCA129A5614E5

Date: 3 February 2021

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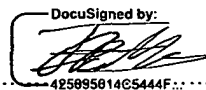
We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

Julian Andrew Bartlam

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DocuSigned by:  
  
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Date: 3 February 2021

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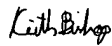
**Please read the notes set out below before signing or taking any action on these resolutions.**

### AGREEMENT OF MEMBERS

We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**  
Keith Bishop

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DocuSigned by:  
  
B67774B7EF10423

Date: 3 February 2021

## SPECIAL RESOLUTION

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### AGREEMENT OF MEMBERS


We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

**Knight X Zephr B.V**

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DocuSigned by:  


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Date: 3 February 2021



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### AGREEMENT OF MEMBERS


We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

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

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DocuSigned by:  


CA1B5557633B48C

Rep. by Mr Carles Ferrer Roqueta, managing director      Date: 3 February 2021

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### AGREEMENT OF MEMBERS

We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

Peter Munro

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DocuSigned by:

*Peter Munro*

6993B563CDC8400

Date: 3 February 2021

## SPECIAL RESOLUTION

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### AGREEMENT OF MEMBERS

We, being persons entitled to vote on the resolutions on the Circulation Date, irrevocably agree to the resolutions:

**SIGNED by**

Sebastian Cameron

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DocuSigned by:  
*Sebastian Cameron*  
D767DCCA3489444.....

Date: 3 February 2021

EXECUTION VERSION

**Notes**

1. Once you have indicated your agreement to the resolutions you may not revoke your agreement.
2. If you agree with the resolutions, please sign and date this document above alongside your name or the name of the person on whose behalf you are authorised to act.
3. 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:
  - by delivery by post or by hand to James Walker: Zephr Inc Limited, 2nd Floor, Regis House, 45 King William Street, London, United Kingdom, EC4R 9AN or Tom Coates: Dashwood, 69 Old Broad Street, London, EC2M 1QS; or
  - by attaching a scanned copy of the signed document in pdf (portable document format) to [jamie@zephr.com](mailto:jamie@zephr.com) or [tcoates@cooley.com](mailto:tcoates@cooley.com)
4. If you do not agree to the resolutions you do not need to return this document; you will be deemed not to agree if you do not reply.
5. You should not return this document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise. By returning the document as set out above, you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.
6. Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received by the Company for the resolutions to pass, they will lapse.