

Company No. 11645431

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

ZEPHR INC LIMITED

(the "Company")

Date: 11 July 2022 (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 the following resolution as a written ordinary resolution of the Company and agree that, if duly passed, it 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 "**Resolution**");

ORDINARY RESOLUTION

THAT, 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 £1,500,000, or such lower aggregate nominal amount as required to issue shares in the capital of the Company in accordance with the terms and conditions of the advance subscription agreements between the Company and certain advance subscribers dated on or around the date Circulation Date, 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.

Agreement of the eligible members

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

Signed
Name: **James Henderson**
Dated: 11 July 2022

Signed
Name: **Balraj Cheema**
Dated:

Signed
Name: **Keith Bishop**
Dated:

Signed
Name: **Carles Ferrer Roqueta**
For and on behalf of: **Nauta Tech Invest IV, FCR by Nauta Capital VC Partners, SGEIC S.A.**
Dated: 11 July 2022

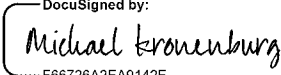
Signed
Name: **Carles Ferrer Roqueta**
For and on behalf of: **Nauta Tech Invest IV SCR, S.A. by Nauta Capital VC Partners, SGEIC S.A.**
Dated: 11 July 2022

Signed
Name: **Julian Andrew Bartlam**
Dated:

Signed
Name: **Peter Munro**
Dated:

Signed
Name: **Sebastian Cameron**
Dated:

Signed 
Name: **Martin Dannhoff**
For and on behalf of: **BDMI GmbH**
Dated: **11 July 2022**

DocuSigned by:

Michael Kronenburg
11 July 2022

Signed 
Name: **Diederik Ingen Housz**
For and on behalf of: **Knight X Zephr B.V.**
Dated: **11 July 2022**

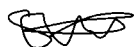
Signed
Name: **Peter Munro**
Dated:

Signed
Name: **Sebastian Cameron**
Dated:

Signed
Name:
For and on behalf of: **BDMI GmbH**
Dated:

Signed
Name:
For and on behalf of: **Knight X Zephr B.V.**
Dated:

Signed
Name: **Marc Debevoise**
Dated:



Signed
Name: **Scott Howland**
Dated: 11 July 2022

NOTES

1. If you agree to the Resolution, 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, 22 Bishopsgate, London EC2N 4BQ 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 Resolution has not been passed by 28 days from the Circulation Date, it will lapse.
4. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
5. If you do not agree to the Resolution, you need not take any action; you will not be deemed to agree to the Resolution 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.