

Company number: 11650366

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
of
KNOMA LTD
(the Company)**

8 July 2020

..... 2020 (the Circulation Date)



Pursuant to (i) Chapter 2 of Part 13 of the Companies Act 2006 (the **CA 2006**), (ii) the articles of association of the Company as at the Circulation Date (the **Articles**), and (iii) the share subscription agreement relating to the Company entered into on 19 August 2019 (the **SSA**), the directors of the Company propose that Resolution 1 be passed as an ordinary resolution in accordance with the CA 2006, that Resolution 2 be passed by an Investor Majority and the Founder (each as defined in the Articles) in accordance with the Articles, and that Resolution 3 be passed by an Investor Majority (as defined in the SSA) in accordance with the SSA, (each a **Resolution** and together the **Resolutions**).

ORDINARY RESOLUTION

1. AUTHORITY TO GRANT RIGHTS AND ALLOT SHARES

THAT, in accordance with section 551 of the CA 2006, the directors of the Company be generally and unconditionally authorised:

a) to enter the Company into a convertible loan agreement substantially in the form of the template appended to these Resolutions for a total amount of £500,000 plus any Headroom Amount as defined therein (together with such amendments as the directors of the Company may agree from time to time) (the **CLA**) with certain prospective investors in the Company (including the UK Government's "Future Fund") and thereby grant to such investors securities convertible into shares in the capital of the Company up to a maximum aggregate nominal amount of £868,000; and

b) to allot and issue, upon the conversion of the loans made pursuant to the CLA, such number and class of shares in the capital of the Company as may be subscribed for by the investors thereunder, subject to a maximum aggregate nominal amount of £868,000,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert into shares (**Rights**) to be granted after such expiry and the directors may allot shares or grant Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

OTHER RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1, and in accordance with article 13 of the Articles, any and all rights of pre-emption to which shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the articles of association of the Company from time to time and/or any shareholders' agreement relating to the Company or otherwise), whether upon the granting by the directors of the Company of securities convertible into shares under the CLA, or upon the allotment and issuance by the directors of the Company of shares in the Company under the CLA, in each case pursuant to the authority granted by Resolution 1, be and hereby are waived or otherwise disappplied.

3. INVESTOR MAJORITY CONSENT UNDER THE SSA

THAT, pursuant to clause 10 and part 1 of schedule 6 of the SSA, the undersigned, being an Investor Majority (as defined in the SSA), hereby irrevocably and unconditionally consent to the Company:

- a) entering into the CLA;
- b) carrying out, pursuant to the CLA, the grants of securities and the share allotments authorised by Resolution 1 (including, where applicable, the allotment of shares having preferences or priority superior to or on a parity with the Series Seed Shares (as defined in the SSA)) and any alteration to the Company's share capital resulting therefrom; and
- c) carrying out any other matter in connection with the CLA which may be a matter requiring the consent of an Investor Majority under the SSA.

PLEASE READ THE NOTES BELOW BEFORE TAKING ANY ACTION IN RESPECT OF THESE RESOLUTIONS

AGREEMENT

The undersigned, being the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by:

BRETT SHANLEY
(Print shareholder name)

Brett Shanley
.....

(Signature of shareholder or person(s) authorised to sign on behalf of shareholder)

31st June 2020
.....
(Date)

Signed by:

GFC GLOBAL FOUNDERS CAPITAL GMBH

By: _____
Name: Arnt Jeschke
Title: Managing Director

By: _____
Name: Arnd Lodowicks
Title: Managing Director

(Date)

AGREEMENT

The undersigned, being the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by:

BRETT SHANLEY
(Print shareholder name)

Brett Shanley

(Signature of shareholder or person(s) authorised to sign on behalf of shareholder)

8th July 2020

(Date)

Signed by:

GFC GLOBAL FOUNDERS CAPITAL GMBH

By:

Name: Arnt Jeschke

Title: Managing Director

DocuSigned by:
Arnt Jeschke
0814427A07D8477

By:

Name: Arnd Lodowicks

Title: Managing Director

DocuSigned by:
Arnd Lodowicks
7A735E6BE000431

(Date)

ROCKET INTERNET CAPITAL PARTNERS SCS

By: ROCKET INTERNET CAPITAL PARTNERS LUX S.À R. L.
Its: General Partner

By: 
Name: Anne-Cécile Vasseur-Jourdren
Title: Manager

By: 
Name: Gianmaria Lombardo
Title: Manager

(Date)

ROCKET INTERNET CAPITAL PARTNERS (EURO) SCS

By: ROCKET INTERNET CAPITAL PARTNERS LUX S.À R. L.
Its: General Partner

By: 
Name: Anne-Cécile Vasseur-Jourdren
Title: Manager

By: 
Name: Gianmaria Lombardo
Title: Manager

(Date)