

Company number: 11741401

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

BILLX LTD (the "Company")

27 January 2021 (the "Circulation Date")



Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 (inclusive) below be passed as ordinary and special resolutions (as indicated) (the "**Resolutions**").

ORDINARY RESOLUTION

1. That the share capital of the Company be altered by the sub-division of each issued ordinary share of £0.01 each in the capital of the Company into 1,000 ordinary shares of £0.00001 each in the capital of the Company, such shares having the rights and being subject to the restrictions set out in the New Articles (as defined below).
2. That, subject to the passing of resolution 1 above, the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £65.28489 provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTIONS

3. That the articles of association of the Company contained in the document attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
4. That, subject to the passing of resolution 1 above, the directors of the Company be empowered pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company and/or the New Articles did not apply to any such allotment (the expression "equity securities" and references to the


allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).

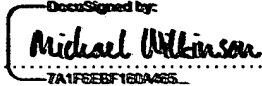
## AGREEMENT


Please read the notes at the end of this document before signifying your agreement to the Resolutions.


The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:   
Name: Darren Westlake  
Date: 27 January 2021

Signed:   
Name: Peter Bailey  
Date: 27 January 2021

Signed:   
Name: Michael Wilkinson  
Date: 27 January 2021

Signed:   
Name: Ian Westlake  
Date: 27 January 2021

Signed:   
Name: Pepe Borrell

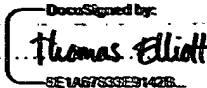
For and on behalf of: Ilex Ventures  
Date: 27 January 2021

Signed:   
Name: Simon Ponsford

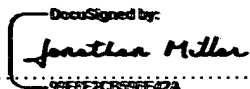
Date: 27 January 2021

Signed: 

Name: Charlie Delingpole  
Date: 27 January 2021

Signed: 

Name: Tom Elliott  
Date: 27 January 2021

Signed: 

Name: Jonny Miller  
Date: 27 January 2021

## NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company using one of the following methods:
  - (a) **by hand:** delivering the signed copy to the Company's registered office; or
  - (b) **by post:** returning the signed copy by post to the Company's registered office; or
  - (c) **by Docusign;** or
  - (d) **by email:** by attaching a scanned copy of the signed document to an email and sending it to any director of the Company. Please enter "Written resolutions" in the email subject box.

If you do not agree with 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, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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.