

Company No. 13025451

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

QUICK COMMERCE LTD

(the “Company”)

Date: **9 February** 2023 (the “Circulation Date”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), we, the undersigned, being the 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 propose that resolution 1 below be passed as a written ordinary resolution of the Company and resolutions 2 to 6 below be passed as written special resolutions of the Company and agree that, when passed, the resolutions shall be for all purposes 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 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 £20.00 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 of all subsisting authorities, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 1, all and any rights of pre-emption to which the shareholders of the Company may be entitled (whether arising under the articles of association of

the Company from time to time, the Act or otherwise) in respect of the allotment and issue of shares and other securities (within the meaning of section 560(1) of the Act) and/or grant of rights to subscribe for or convert any security into shares made by the directors pursuant to the authority conferred upon them in resolution 1 above be and are hereby waived or otherwise disapplied.

3. THAT the articles of association in the form attached to these resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the "New Articles").
4. THAT 57,419,585 of the series B preferred shares of £0.0000001 each in the capital of the Company be redesignated as 57,419,585 series B voting shares of £0.0000001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles.
5. THAT, subject to and immediately following the re-designation set out in resolution 4:
 - (i) 5,395,380 of the series A preferred shares of £0.0000001 each in the capital of the Company be redesignated as 5,395,380 series A level 3 preferred shares of £0.0000001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles;
 - (ii) 219,354 of the series seed preferred shares of £0.0000001 each in the capital of the Company be redesignated as 219,354 series seed level 3 preferred shares of £0.0000001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles;
 - (iii) 6,486,255 of the series A preferred shares of £0.0000001 each in the capital of the Company be redesignated as 6,486,255 series A voting shares of £0.0000001 each in the capital of the Company, having the rights and being subject to the restrictions set out in the New Articles; and
 - (iv) 1,447,646 of the series seed preferred shares of £0.0000001 each in the capital of the Company be redesignated as 1,447,646 series seed voting shares of £0.0000001 each; and
6. THAT 7,968,500 series A preferred shares of £0.0000001 each in the capital of the Company and 3,515,885 series B preferred shares of £0.0000001 each in the capital of the Company be redesignated as 11,484,385 ordinary shares of £0.0000001 each in the capital of the Company.

Agreement of the eligible members

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

Signed:

DocuSigned by:
Alexander Kudlich
.....D4A51D3D3F4A40D.....

Name:

Alexander Kudlich

For and on behalf of:

468 Capital GmbH & Co. KG, acting by a director

Dated:

9 February 2023

Signed:

DocuSigned by:
Joseph Falter
.....B5845B25745C4BD.....

Name:

Joe Falter

Dated:

9 February 2023

Signed:

DocuSigned by:
Navid Hadzaad
.....A555607740C24AB.....

Name:

Navid Hadzaad

Dated:

9 February 2023

Signed:

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Name:

.....

For and on behalf of:

MPGI Holdings, acting by an authorised signatory

Dated:

Signed:

Name:

For and on behalf of: Lightspeed Venture Partners XIII, L.P. by Lightspeed Ultimate General Partner XIII, L.L.C., its general partner

Dated:

Signed:

Name:

For and on behalf of: Lightspeed Frontier I-M L.P. by Lightspeed Frontier I-M GP LLC, its general partner

Dated:

Signed:

Name: Christopher North

Dated:

Signed:

Name:

For and on behalf of: GFC Global Founders Capital GmbH, acting by a Managing Director

Dated:

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SIGNED for and on behalf of
ROCKET INTERNET CAPITAL PARTNERS II SCS
represented by its general partner
Rocket Internet Capital Partners Lux II S.à r.l.

Dated:

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SIGNED for and on behalf of
ROCKET INTERNET CAPITAL PARTNERS (EURO) II SCS
represented by its general partner
Rocket Internet Capital Partners Lux II S.à r.l.

Dated:

Signed:

DocuSigned by:

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Name: .Patrick Murphy.....

For and on behalf of: Amaranthine Fund I, LP acting by an authorised signatory

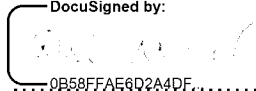
Dated: 9 February 2023

Signed:

Name:

For and on behalf of: Luktev GmbH

Dated:

Signed: 

Name: Dirk Meurer

For and on behalf of: Vorwerk Ventures III GmbH & Co. KG, acting by an authorised signatory

Dated: 9 February 2023

SIGNED for and on behalf of

GOODWATER GENESIS III, LLC

By: Goodwater Capital III, L.P., its Managing Member

By: Goodwater Capital Management III, LLC, its general partner

.....

Name:

Title: Managing Member

Dated:

Signed

Name:

For and on behalf of: Goodwater Genesis III, LLC acting by its attorney Thomas Plantenga under power of attorney dated _____ 2021

Dated:

Signed

Name:

For and on behalf of: Goodwater Genesis III, LLC acting by its attorney Henry Motte Munoz
under power of attorney dated _____ 2021

Dated:

Signed:

Name: Stefan Smalla

Dated:

Signed:

Name: Dimiter Tschawow

Dated:

Executed for and on behalf of
The Board of Trustees of the Leland
Stanford Junior University (SEVF II)

by
an authorized signatory

Dated:

Executed for and on behalf of
The Board of Trustees of the Leland
Stanford Junior University (DAPER I)

by
an authorized signatory

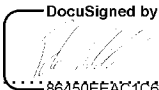
Dated:

Executed for and on behalf of
The Board of Trustees of the Leland
Stanford Junior University (SBST)

by
an authorized signatory

Dated:

Executed for and on behalf of
Atomico V SCSp by Atomico Advisors V
S.à r.l., its general partner

DocuSigned by:

.....
86450EEAC1C64E8...
By: Peter Klinkner

Dated: 9 February 2023

Executed for and on behalf of
Burda Principal Investments GmbH & Co. KG

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Name:

.....
Name:

Dated:

Signed:

Name: Oliver Levy

Dated:

Signed:

Name: Gideon Falter

Dated:

Executed for and on behalf of
The Board of Trustees of the Leland
Stanford Junior University (SBST)

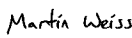
by
an authorized signatory

Dated:


Executed for and on behalf of
Atomico V SCSp

Dated:

Executed for and on behalf of
Burda Principal Investments GmbH & Co. KG

DocuSigned by:

89704C6C9D96495...

.....
Name: Martin Weiss

DocuSigned by:

CFD68CBE03E44BE...

.....
Name: Christian Teichmann

Dated: 9 February 2023

Signed:

Name: Oliver Levy

Dated:

Signed:

Name: Gideon Falter

Dated:

Executed for and on behalf of
MAHMOODZADEGAN-GAPPY TRUST

by as
trustee

Dated:

Executed for and on behalf of
ROSEWOOD TECHNOLOGY INVESTMENTS LIMITED
acting by an authorised signatory

Dated:

Signed:

Name: Michael Falter

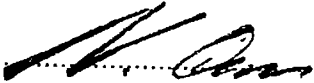
Dated:

Signed:

Name: Robert Habib

Dated:

Signed:

.....

Name:

.....Nicole Quinn.....

For and on behalf of:

Lightspeed Venture Partners XIII, L.P. by Lightspeed General Partner
XIII, L.P., its general partner, by Lightspeed Ultimate General Partner
XIII, L.L.C., its general partner

Dated:

9 February 2023

Signed:

.....

Name:

.....

For and on behalf of:

Lightspeed Frontier I-M L.P. by Lightspeed Frontier I-M GP LLC, its
general partner

Dated:


Executed for and on behalf of
Level One O'Mega Fund I, L.P., acting
by James Stewart, Partner (Partner of
Level One O'Mega Fund I, GP)

DocuSigned by:

1F7764FC7DC04EB...

Dated: 9 February 2023

Signed:

DocuSigned by:

EAD18A3C74F9457...

Name:

Joshua Alliance

Dated:

9 February 2023

Executed for and on behalf of
BroadLight Capital Partners Fund I, L.P.

Managed By: BroadLight Capital Management LLC

DocuSigned by:
By: David Dorfman
DDBF4FBD6025453...

Name: David Dorfman

Title: Managing Partner

Address: 2000 Avenue of the Stars
3rd Floor, North Tower
Los Angeles, CA 90067

Dated: 9 February 2023

Executed for and on behalf of
BroadLight Capital Partners Fund I-A, L.P.

Managed By: BroadLight Capital Management LLC

DocuSigned by:
By: David Dorfman
DDBF4FBD6025453...

Name: David Dorfman

Title: Managing Partner

Address: 2000 Avenue of the Stars
3rd Floor, North Tower
Los Angeles, CA 90067

Dated: 9 February 2023

Executed for and on behalf of
BroadLight Capital Partners Fund I-B, L.P.

Managed By: BroadLight Capital Management LLC

DocuSigned by:
By: David Dorfman
DDBF4FBD6025453...

Name: David Dorfman

Title: Managing Partner

Address: 2000 Avenue of the Stars
3rd Floor, North Tower
Los Angeles, CA 90067

Dated: 9 February 2023

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) signing and returning the Resolutions to the Company in accordance with instructions received via DocuSign or any other electronic signing platform; or
 - b) by sending a scanned copy of the signed document by email to MDragun@goodwinlaw.com and JMcCarthy@goodwinlaw.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 within 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.