

Company number: 09123171

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

PAPERCLIP APP LTD

(the Company)

GGV Passed
Circulation Date: 14 March 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution; and resolution 2 below is passed as special resolutions (together the "Resolutions").

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot up to 384,184 ordinary shares of £0.0001 in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30th June 2023, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Director but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

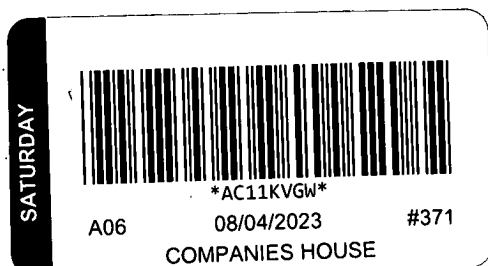
SPECIAL RESOLUTION

2. DISAPPLICATION OF PREEMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 569 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 resolution 1, as if (i) section 561(1) of the CA 2006; and (ii) article 13 of the Company's articles of association, did not apply to any such allotment, provided that this power shall:

2.1 Be limited to the allotment of equity securities as set out in paragraph 1 above; and

2.2 Expire within five years' (unless renewed, varied or revoked by the Company prior to or on that date).



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AGREEMENT


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

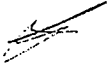
The undersigned persons entitled to vote on the above resolutions on 14 March 2023 hereby irrevocably agree to the Resolutions.


Signed by

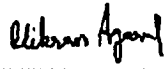
Rich Woolley Shareholder (print name)	<i>Rich Woolley</i> Signature	02 / 21 / 2023 Date
Alan Small Shareholder (print name)	 Signature	02 / 21 / 2023 Date
Arunkumar Krishnakumar Shareholder (print name)	<i>Arunkumar</i> Signature	03 / 13 / 2023 Date
Nicholas van der Meulen (V Lab) Shareholder (print name)	 Signature	02 / 25 / 2023 Date
Jasmine Lynn Shareholder (print name)	 Signature	03 / 14 / 2023 Date
Daniel King Shareholder (print name)	 Signature	02 / 21 / 2023 Date
Ivan Ezekiel Shareholder (print name)	<i>Ivan Ezekiel</i> Signature	02 / 21 / 2023 Date
..... Shareholder (print name) Signature Date
James Howell Shareholder (print name)	<i>JTH</i> Signature	02 / 21 / 2023 Date
Ziad Al-Ziadi Shareholder (print name)	<i>Ziad Al-Ziadi</i> Signature	02 / 21 / 2023 Date
Alan Cornish Shareholder (print name)	<i>Alan Cornish</i> Signature	02 / 21 / 2023 Date

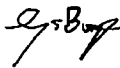
Tariq Linjawi
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Shareholder (print name) 
Signature 02 / 21 / 2023
Date

John Davis
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Shareholder (print name) 
Signature 02 / 26 / 2023
Date

Tim Ward
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Shareholder (print name) 
Signature 02 / 22 / 2023
Date

Sohail Rehman
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Shareholder (print name) 
Signature 02 / 21 / 2023
Date

Vikram Agarwal
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Shareholder (print name) 
Signature 02 / 21 / 2023
Date

Gareth Burge
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Shareholder (print name) 
Signature 02 / 21 / 2023
Date

Ilona Simpson
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Shareholder (print name) *Ilona Simpson*
Signature 03 / 13 / 2023
Date

Low Kien Ooi
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Shareholder (print name) 
Signature 02 / 25 / 2023
Date

Paul Jon Martin
.....
Shareholder (print name) *Paul Martin*
Signature 02 / 22 / 2023
Date

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Shareholder (print name)
Signature Date

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Shareholder (print name)
Signature Date

AGREEMENT

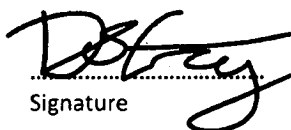
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned persons entitled to vote on the above resolutions on _____, hereby irrevocably agree to the Resolutions.

Signed by

DBW Investments (14) Ltd
Shareholder (print name)

Signature



14 March 2023
Date

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Shareholder (print name)

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Shareholder (print name)

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Signature

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Date

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Hand:** delivering the signed copy to Ifan Jones, GS Verde Group Limited, The Maltings, East Tyndall Street, Cardiff, CF24 5EZ.
- **Post:** returning the signed copy by post to Ifan Jones, GS Verde Group Limited, The Maltings, East Tyndall Street, Cardiff, CF24 5EZ.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to IJones@gsverde.law. Please enter "Written resolutions" in the e-mail subject box.

If you do not agree to all of 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, by 28 days of circulation, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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