

**Company number: 09589495**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**FOCAL POINT POSITIONING LTD  
(Company)**

**Circulation Date:** 21 April 2021

**Passed on:** 4 May 2021



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that:

- a) resolution 1 below is passed as an ordinary resolution; and
- b) resolution 2 below is passed as a special resolution.

**ORDINARY RESOLUTIONS**

1. **THAT** the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the capital of 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 £0.0294375 in respect of the A1 Preferred Shares, provided that:
  - 1.1. the authority granted under this resolution in respect shall expire five years after the passing of this resolution; and
  - 1.2. the Company may, before such expiry under paragraph 1.1 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 to the extent unused.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, the 2006 Act or otherwise, be and hereby are waived respect of the issue and allotment of shares and other securities in the capital of the Company as set out in resolution 1.

**AGREEMENT**

**Please read the notes at the end of this document before signifying your agreement to any of the above resolutions ("Resolutions").**

We the undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions.

DocuSigned by:

*Eileen Burbidge*

EF04EAD2E0F6453...

SIGNED by PASSION CAPITAL NOMINEES LIMITED

DocuSigned by:

*Phil O'Donovan*

9EAE1F9CB0D48B...

SIGNED by PHIL O'DONOVAN

DocuSigned by:

*[Signature]*

726D987410D3407...

SIGNED by ROCKSPRING NOMINEES LIMITED

DocuSigned by:

*Moray Wright*

9B7EB57E68174E2...

SIGNED by UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV

SIGNED by THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE

DocuSigned by:

*Max Bautin*

70A42B928EA04C5...

SIGNED by IQ CAPITAL SIDECAR FUND LP

DocuSigned by:

*Max Bautin*

70A42B928EA04C5...

SIGNED by IQ CAPITAL EIS FUND 2016

DocuSigned by:

*Max Bautin*

70A42B928EA04C5...

SIGNED by IQ CAPITAL FUND II LP

DocuSigned by:

*Demis Hassabis*

45GE328F2D514C0...

SIGNED by DEMIS HASSABIS

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**SIGNED by PASSION CAPITAL NOMINEES LIMITED**

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**SIGNED by PHIL O'DONOVAN**

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**SIGNED by ROCKSPRING NOMINEES LIMITED**

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**SIGNED by UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV**

DocuSigned by:  
  
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**SIGNED by THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

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**SIGNED by IQ CAPITAL SIDECAR FUND LP**

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**SIGNED by IQ CAPITAL EIS FUND 2016**

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**SIGNED by IQ CAPITAL FUND II LP**

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**SIGNED by DEMIS HASSABIS**

DocuSigned by:  
*Pilgrim Beart*  
98AD5CC6D993447...  
SIGNED by PILGRIM BEART

SIGNED by ROSS ANDERSON

DocuSigned by:  
*Daniel Wagner*  
FEC86EC5739044A...  
SIGNED by DANIEL WAGNER

DocuSigned by:  
*Alexander Trewby*  
47D8GFC31427491...  
SIGNED by ALEXANDER TREWBY

DocuSigned by:  
*Ramsey Faragher*  
E478CF8D0EAD442...  
SIGNED by RAMSEY FARAGHER

DocuSigned by:  
*Darren Buckle*  
D400A6D4D066464...  
SIGNED by DARREN BUCKLE

DocuSigned by:  
*Mark Crockett*  
873F38B2CE83493...  
SIGNED by MARK CROCKETT

DocuSigned by:  
*Nicolas Couronneau*  
9B017FD7D4E54B9...  
SIGNED by NICOLAS COURONNEAU

DocuSigned by:  
*Tom McGuire*  
DDF890936E214B6...  
SIGNED by TOM MCGUIRE

SIGNED by OLIVER CHICK

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**SIGNED by PILGRIM BEART**

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**SIGNED by ROSS ANDERSON**

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**SIGNED by DANIEL WAGNER**

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**SIGNED by ALEXANDER TREWBY**

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**SIGNED by RAMSEY FARAGHER**

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**SIGNED by DARREN BUCKLE**

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**SIGNED by MARK CROCKETT**

.....  
**SIGNED by NICOLAS COURONNEAU**

.....  
**SIGNED by TOM MCGUIRE**

.....  
**SIGNED by OLIVER CHICK**

A large, stylized handwritten signature in black ink, likely belonging to Oliver Chick, positioned above the final signature line.

DocuSigned by:

*Stuart Chapman*

8235302FE1FE464...

SIGNED by ESPRIT INVESTMENTS (2) LP

DocuSigned by:

*William Tunstall-Pedoe*

F9F883BFD17F4BA...

SIGNED by WILLIAM TUNSTALL-PEDOE

DocuSigned by:

*Amadeus*

523BD68B2D784426...

SIGNED by AMADEUS V TECHNOLOGY FUND LP

DocuSigned by:

*Stuart Chapman*

8235302FE1FE454...

SIGNED by DRAPER ESPRIT EIS (SHARES HELD BY MNL NOMINEES (DRAPERESPRITEIS LIMITED))

DocuSigned by:

*William Horlick*

B8E8075GA3FC482...

SIGNED by DRAPER ESPRIT VCT PLC

**Notes:**

- 1 You can choose to agree to the 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 this document where indicated above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to the directors at the registered office of the Company.
  - (b) **Post:** returning the signed copy by post to the directors at the registered office of the Company.
  - (c) **Electronic Delivery:** either scanning the original signed copy and emailing or sending the scan, without any manner of alteration or variation to the original, to [kunal.sankhla@taylorvinters.com](mailto:kunal.sankhla@taylorvinters.com); or signing the document electronically, by following the signing instructions provided by Taylor Vinters LLP via Docusign.

If you do not agree to 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 following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during 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.