

**Company number: 09589495**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**FOCAL POINT POSITIONING LTD**  
**(Company)**

**Circulation Date:** 10 August 2022

**Passed on:** 10 August 2022

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) resolutions 2 and 3 below are passed as special resolutions.

**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 £16.9409375 in respect of the Series C1 Preferred Shares, Series C2 Preferred Shares, Series C3 Preferred Shares and C Ordinary Shares (the "**Series C Shares**") and £6.1875 in respect of the Ordinary Shares (with such Ordinary Shares being allocated to the Company's share option pool), 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 RESOLUTIONS**

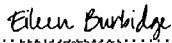
2. **THAT**, subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, the 2006 Act or otherwise, be and hereby are waived respect of the issue and allotment of shares and other securities in the capital of the Company as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

## AGREEMENT

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

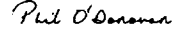
We the undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions.

DocuSigned by:



SIGNED for and on behalf of **PASSION CAPITAL NOMINEES LIMITED**, acting by a Director

DocuSigned by:



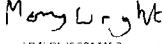
SIGNED by **PHIL O'DONOVAN**

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SIGNED for and on behalf of **ROCKSPRING NOMINEES LIMITED**

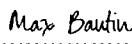
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SIGNED by **THE UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV** acting by its fund manager, **PARKWALK ADVISORS LTD**, in turn acting by a director

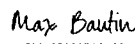
SIGNED for and on behalf of **THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

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SIGNED by **IQ CAPITAL SIDE CAR FUND LP** acting by its fund manager, IQ Capital Partners LLP

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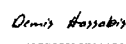
SIGNED by **IQ CAPITAL EIS FUND 2016** acting by its fund manager, IQ Capital Partners LLP

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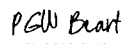
SIGNED by **IQ CAPITAL FUND II LP** acting by its fund manager, IQ Capital Partners LLP

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SIGNED by **DEMIS HASSABIS**

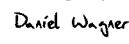
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SIGNED by **PILGRIM BEART**

SIGNED by **ROSS ANDERSON**

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SIGNED by **DANIEL WAGNER**

## 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.

.....  
**SIGNED** for and on behalf of **PASSION CAPITAL NOMINEES LIMITED**, acting by a Director

.....  
**SIGNED** by **PHIL O'DONOVAN**

.....  
**SIGNED** for and on behalf of **ROCKSPRING NOMINEES LIMITED**

.....  
**SIGNED** by **THE UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV** acting by its fund manager, **PARKWALK ADVISORS LTD**, in turn acting by a director

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.....  
**SIGNED** AD3FC44A4C8949B... on behalf of **THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

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**SIGNED** by **IQ CAPITAL SIDE CAR FUND LP** acting by its fund manager, IQ Capital Partners LLP

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**SIGNED** by **IQ CAPITAL EIS FUND 2016** acting by its fund manager, IQ Capital Partners LLP

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**SIGNED** by **IQ CAPITAL FUND II LP** acting by its fund manager, IQ Capital Partners LLP

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**SIGNED** by **DEMIS HASSABIS**

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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** for and on behalf of **PASSION CAPITAL NOMINEES LIMITED**, acting by a Director

**SIGNED** by **PHIL O'DONOVAN**

**SIGNED** for and on behalf of **ROCKSPRING NOMINEES LIMITED**

**SIGNED** by **THE UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV** acting by its fund manager **PARKWALK ADVISORS LTD** in turn acting by a director

**SIGNED** for and on behalf of **THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

**SIGNED** by **IQ CAPITAL SIDE CAR FUND LP** acting by its fund manager, **IQ Capital Partners LLP**

**SIGNED** by **IQ CAPITAL EIS FUND 2016** acting by its fund manager, **IQ Capital Partners LLP**

**SIGNED** by **IQ CAPITAL FUND II LP** acting by its fund manager, **IQ Capital Partners LLP**

**SIGNED** by **DEMIS HASSABIS**

**SIGNED** by **PILGRIM BEART**

  
**SIGNED** by **ROSS ANDERSON**

**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**

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**SIGNED by NICOLAS COURONNEAU**

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**SIGNED by TOM MCGUIRE**

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**SIGNED by OLIVER CHICK**

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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**

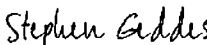
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**SIGNED by NICOLAS COURONNEAU**

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**SIGNED by TOM MCGUIRE**

  
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**SIGNED by OLIVER CHICK**

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**SIGNED by**  
**ESPRIT NOMINEES LIMITED** (as nominee for **ESPRIT INVESTMENTS (2) LP**, a fund managed by  
**ESPRIT CAPITAL PARTNERS LLP**) by an authorised signatory

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9377f6740333440.....

**SIGNED by MNL (MOLTEN) NOMINEES LIMITED** (as nominee for **MOLTEN VENTURES EIS**,  
a fund managed by **ENCORE VENTURES LLP**) acting by an authorised signatory



DocuSigned by:

*William Horlick*

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**SIGNED** by **ELDERSTREET INVESTMENTS LIMITED** acting by an authorised signatory, acting as  
fund manager of **MOLTEN VENTURES VCT PLC**

DocuSigned by:

Carl Dickinson

9F4ABFC543B048E

SIGNED by AMADEUS V TECHNOLOGY FUND LP, acting by its fund manager AMADEUS CAPITAL  
PARTNERS LIMITED

DocuSigned by:

William Tunstall-Pedoe

75F863E17448A

SIGNED by WILLIAM TUNSTALL-PEDOE

DocuSigned by:

Todd Simon

89F8C70E4A194

SIGNED by TODD SIMON

**Notes:**

- 1 You can choose to agree to the Resolution. If you agree to of the Resolution, 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 alexander.baugh@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 Resolution, 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 Resolution, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.