

Company number: 09589495

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

Circulation Date: 5 April 2024

Passed on: 5 April 2024

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

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

ORDINARY RESOLUTION

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 (i) £0.90755 in respect of series C2 preferred shares of £0.0000125 each in the Company ("**C2 Preferred Shares**") and (ii) £2.72265 in respect of series C1 Preferred Shares of £0.0000125 each in the Company and/or C2 Preferred Shares, provided that:
 - 1.1. unless renewed, varied or revoked by the Company, the authority granted under this resolution 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.

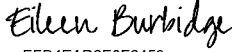
SPECIAL RESOLUTION

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above, all and any rights of pre-emption arising under the articles of association of the Company (as may be amended or superseded from time to time), the Act or otherwise, be and hereby are waived and disapplied in respect of the issue and allotment of shares and other securities in the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").

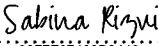
We the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions. The Resolutions shall be passed once signed by the requisite majority.

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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**

DocuSigned by:

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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

MNL (PARKWALK) NOMINEES LIMITED as nominee for **THE UNIVERSITY OF CAMBRIDGE ENTERPRISE FUND IV***

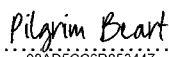
SIGNED for and on behalf of **THE CHANCELLORS MASTERS AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

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

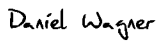
SIGNED by **IQ CAPITAL FUND II LP** acting by its fund manager, IQ Capital Partners LLP

SIGNED by **DEMIS HASSABIS**


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SIGNED by **PILGRIM BEART**


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**

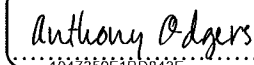
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SIGNED for and on behalf of **PASSION CAPITAL NOMINEES LIMITED**, acting by a director

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SIGNED by **PHIL O'DONOVAN**

.....
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

DocuSigned by:



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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**

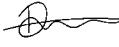
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SIGNED by **ROSS ANDERSON**


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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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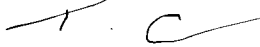
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SIGNED by **ROBERT MARK CROCKETT**

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SIGNED by **NICOLAS COURONNEAU**

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SIGNED by **TOM MCGUIRE**


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SIGNED by **OLIVER CHICK**

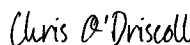
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SIGNED by **WILLIAM TUNSTALL-PEDOE**

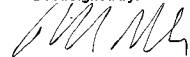
SIGNED by **TODD SIMON**

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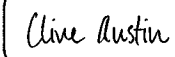
SIGNED by **MNL (MOLTEN) NOMINEES LIMITED** (as nominee for **MOLTEN VENTURES EIS**, a fund managed by **ENCORE VENTURES LLP**) acting by an authorised signatory

DocuSigned by:

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

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

DocuSigned by:

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SIGNED by **GRESHAM HOUSE ASSET MANAGEMENT LIMITED** acting by an authorised signatory, acting as manager of **BARONSMEAD VENTURE TRUST PLC**

DocuSigned by:
Clive Austin
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SIGNED by **GRESHAM HOUSE ASSET MANAGEMENT LIMITED** acting by an authorised signatory,
acting as manager of **BARONSMEAD SECOND VENTURE TRUST PLC**

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Clive Austin
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SIGNED an authorised signatory ~~of~~ **THE INCOME AND GROWTH VCT PLC**

by* for*

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Clive Austin
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SIGNED an authorised signatory ~~of~~ **MOBEUS INCOME AND GROWTH VCT PLC**

by* for*

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Clive Austin
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SIGNED by an authorised signatory ~~of~~ **MOBEUS INCOME AND GROWTH 2 VCT PLC**

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Clive Austin
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SIGNED an authorised signatory ~~of~~ **MOBEUS INCOME AND GROWTH 4 VCT PLC**

by* for*

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Clive Austin
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SIGNED an authorised signatory of **GRESHAM HOUSE (NOMINEES) LIMITED**

by*

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Clive Austin
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SIGNED ~~by acting~~ by an authorised signatory of **GRESHAM HOUSE ASSET MANAGEMENT LIMITED**

.....
SIGNED by **DAVID CLEEVELY**

.....
SIGNED by acting by an authorised signatory of **CLEEVELY AND PARTNERS LTD**

.....
SIGNED for and on behalf of **GENERAL MOTORS VENTURES LLC**

.....
SIGNED for and on behalf of **FORTE VENTURES III LP**

.....
SIGNED by **GRESHAM HOUSE ASSET MANAGEMENT LIMITED** acting by an authorised signatory,
acting as manager of **BARONSMEAD SECOND VENTURE TRUST PLC**

.....
SIGNED an authorised signatory of **THE INCOME AND GROWTH VCT PLC**

.....
SIGNED an authorised signatory of **MOBEUS INCOME AND GROWTH VCT PLC**

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SIGNED by an authorised signatory of **MOBEUS INCOME AND GROWTH 2 VCT PLC**

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SIGNED an authorised signatory of **MOBEUS INCOME AND GROWTH 4 VCT PLC**

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SIGNED an authorised signatory of **GRESHAM HOUSE (NOMINEES) LIMITED**

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SIGNED by acting by an authorised signatory of **GRESHAM HOUSE ASSET MANAGEMENT LIMITED**

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SIGNED by **DAVID CLEEVELY**

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SIGNED by acting by an authorised signatory of **CLEEVELY AND PARTNERS LTD**

.....
SIGNED for and on behalf of **GENERAL MOTORS VENTURES LLC**

FORTE VENTURES III, L.P.
By: Forte Capital Management III, L.L.C.
as General Partner
By: Hawkins Ventures, Inc, its Manager

By: 
Name: Tom Hawkins
Title: President & CEO

Notes:

- I 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 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 Martin Stephenson martin@fpnt.com; or signing the document electronically, by following the signing instructions provided by the Company (or its legal counsel) via DocuSign.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 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.