

Company Number: 11360377

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BIPPIT LTD (the "Company")

6 March 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**Act**"), the directors of the Company propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolutions 3 to 6 be passed as special resolutions by the shareholders of the Company.

ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 83,377 A Ordinary Shares of £0.00001 each in the Company (the "**A Ordinary Shares**") in accordance with each tranche of shares as set out and defined in the investment agreement dated on or around the date of this resolution, between, amongst others, (1) the Company (2) Evelyn Partners Group Limited and (3) Phoenix Investments (1) Ltd, to an aggregate nominal amount of £0.83377, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution 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 the pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 2 **THAT**, the Company be authorised and directed to enter into the investment agreement on or around the date of this resolution between (1) the Company, (2) Evelyn Partners Group Limited (3) and others as specified and defined in the investment agreement.

SPECIAL RESOLUTIONS

- 3 **THAT**, the rights of pre-emption contained in Article 3 of the articles of association (the "**Articles**") in respect of the issue and grant of the A Ordinary Shares of the Company be and are hereby disapplied in respect of the issue and grant of the A Ordinary Shares in the capital of the Company up to an aggregate nominal value of £0.83377 pursuant to the authority contained in Resolution 1 above.
- 4 **THAT**, in accordance with section 630(4) of the Act, we, the holders of the Ordinary Shares of £0.00001 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of resolution 5 below, and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Ordinary Shares of £0.00001 each as a class of shares which will or may be effected thereby.
- 5 **THAT**, the 26,900 Ordinary Shares of £0.00001 each in the issued share capital of the Company held by Phoenix Investments (1) Ltd, be re-designated as 26,900 A Ordinary Shares of £0.00001 each in the capital of the Company, having the rights and subject

to the respective restrictions set out in the New Articles (adopted pursuant to resolution 6 below).

- 6 **THAT**, subject to the passing of Resolutions 1 to 5 above (inclusive), the articles of association attached hereto (the "**New Articles**"), and initialled by a director of the Company for identification, are hereby approved and adopted as the articles of association of the Company and in substitution for and to the exclusion of all existing articles of association of the Company.

AGREEMENT


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

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

DocuSigned by:

.....C9070EB85EBE40C.....
SAMUEL LATHEY

Date 6 March 2023
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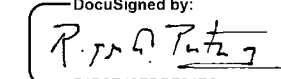
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.....90F9AD722F664F6.....
ERICH SCHUDT

Date 6 March 2023
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DocuSigned by:

.....A6068F7AB486419.....
STEPHEN PRINCE

Date 6 March 2023
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DocuSigned by:

.....54D0F43FDD7247C.....
ROGER PORTNOY

Date 6 March 2023
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DocuSigned by:
Henry Rouquairol
DE12D27742G94FB.....
HENRY ROUQUAIROL

Date 6 March 2023

DocuSigned by:
Yi Luo
C1EA5F8D9948431.....
YI LUO

Date 6 March 2023

DocuSigned by:
Adam Jones
36D43865F6C148E.....
ADAM JONES

Date 6 March 2023

DocuSigned by:
Steven Lathey
E309F33D6740432.....
STEVEN LATHEY

Date 6 March 2023

DocuSigned by:
David Painter
AB5C1823BD324CD.....
DAVID PAINTER

Date 6 March 2023

DocuSigned by:
Edward Maidment
672A88C2217F438.....
EDWARD MAIDMENT

Date 6 March 2023

DocuSigned by:
Peter Gale
.....ADADD08D8BE949F.....
PETER GALE

Date 6 March 2023
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Techstars Accelerator Investments 2021 LLC

By: Techstars Accelerator GP 2021, LLC, its Manager

DocuSigned by:
Jason Seats
By:425E2F0F29D84D7.....

Name: Jason Seats

Title: Chief Investment Officer

By:

Name: Stacy Carter

Title: Chief Legal Officer

Date 6 March 2023
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DocuSigned by:
Alan Browne
.....237654A55DC84C5.....
ALAN BROWNE

Date 6 March 2023
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DocuSigned by:
Willem van Rooy
.....5277F848749F4DF.....
WILLEM VAN ROOY

Date 6 March 2023
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DocuSigned by:
Simon Hawkes
.....FF01209241A14B1.....
SIMON HAWKES


Date 6 March 2023
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PETER GALE

Date

Techstars Accelerator Investments 2021 LLC
By: Techstars Accelerator GP 2021, LLC, its Manager

By: _____
Name: Jason Seats
Title: Chief Investment Officer

By:  _____
Name: Stacy Carter
Title: Chief Legal Officer

Date 6 March 2023
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ALAN BROWNE

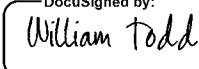
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WILLEM VAN ROOY

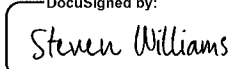
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SIMON HAWKES

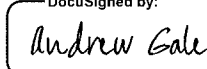
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WILLIAM TODD

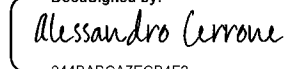
Date 6 March 2023
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STEVEN WILLIAMS

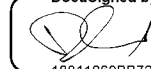
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ANDREW GALE

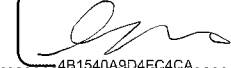
Date 6 March 2023
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DocuSigned by:

.....244BABC47ECB4F2.....
ALESSANDRO CERRONE

Date 6 March 2023
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DocuSigned by:

.....18811860BB7240F.....
DOMINIC GOUMAL

Date 6 March 2023
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DocuSigned by:

.....4B1540A9D4EC4CA.....
THOMAS ROAD

Date 6 March 2023
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DocuSigned by:

.....61A4DB8E2C8744C.....
a director, for and on behalf of
PHOENIX INVESTMENTS (1) LTD

Date 6 March 2023
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NOTES

- 1 If you agree with the Resolution, 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:
 - (a) **By Hand:** delivering the signed copy to Nathan Bentley of Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
 - (b) **Post:** returning the signed copy by post to Nathan Bentley of Squire Patton Boggs (UK) LLP, 6 Wellington Place, Leeds, LS1 4AP.
 - (c) **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to Nathan Bentley at nathan.bentley@squirepb.com. Please enter "Written Resolution – Project Perth" in the e-mail subject box.

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 Where, by the date being 28 days following the Circulation Date, insufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to this Resolution, please indicate your agreement and notify us as soon as possible.
- 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 other authority when returning this document.