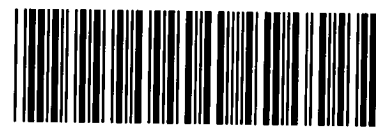




WEDNESDAY



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28/09/2022

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COMPANIES HOUSE

# Written Resolutions of Circle 42 Ltd

**Company Number 11534889  
(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolutions as Ordinary and Special Resolutions of the Company and agree that these resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

## **ORDINARY RESOLUTION**

### **1 Authority to Allot**

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") so that the entire share capital of the Company will not exceed the maximum aggregate nominal amount of £499.9702 for all share classes comprising:

- (a) an aggregate nominal amount of £469.52217 relating to new shares proposed to be allotted and issued pursuant to the Subscription and Shareholders Agreement entered into on or around the same date as this authority (the "**SSA**"), as well as existing shares (the "**Current Shares**"), provided that in all circumstances the total number of shares over which options have been granted, and which are capable of exercise will at all times be limited to the aggregate nominal value of £0; and
- (b) an aggregate nominal amount of £30.44803 relating to additional shares proposed to be allotted and issued to additional investors as defined in the SSA (the "**Additional Shares**").

The authority to allot the Additional Shares will expire on 9 February 2023.

The authority to allot the Current Shares will, unless renewed, varied or revoked by the Company, expire five years from the passing 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 or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

## **SPECIAL RESOLUTIONS**

### **2 Dis-application of Preemption Rights**

THAT, subject to the passing of the Authority to Allot resolution above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above and as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

### **3 New articles of association**

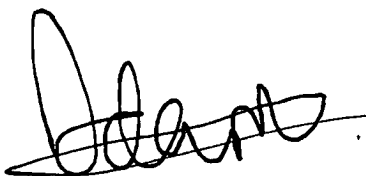
THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

## **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 4 March 2022



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**Adam Ashpary**

22 September 2022

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**Adam Barwell**

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**Andrew Hooper**

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**Babajide Olagundoye**

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**barry staley**

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**Brendan Loughran**

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**Christian Lawrence**

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**Christopher Roberts**

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**David Joseph Simpson**

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**David Stewart White**

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**Elizabeth Hunter**

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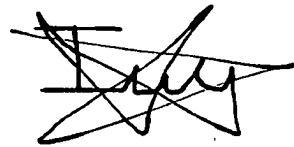
**frank khalastchi**

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**Geoffrey Jack Krige**

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**Giles Whitlam**



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**Hamid Vand**

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**Ilayda Taze**

22 September 2022

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**Ivor Heller**

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**Jagadish Paudel**

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**James Mitchell**

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**James Norman**

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**Jayesh Shah**

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**Jonathan Philip Pattenden**

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**Martin Rickson**

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**Meenesh Patel**

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**Mohamed Hussein Haji Abdulla**

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**Patricia Hooper**

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**Paul E Moore**

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**Peter McHugh**

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**Robert Lawrence Vigor Hardwicke**

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**Socky Maila**

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**steve smith**

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**Sukbinder Singh Southi**

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**William Alan Boyle**

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**William Steele**

*Zargham*

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**Zargham Ahmad**

22 September 2022

## 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.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 3 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.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is 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.
- 6 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.
- 7 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.