

Company No. 07099261

RISE ART LIMITED (the "**Company**")

MEMBERS' WRITTEN RESOLUTION PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "**Act**")

Circulation Date: 07 March 2023

Passed: 16 March 2023

Pursuant to Chapter 2 of Part 13 of the Act, the directors of the Company (the "**Directors**") propose that resolutions 1 and 2 be passed as ordinary resolutions and that resolution 3 be passed as a special resolution (each a "**Resolution**" and together the "**Resolutions**");

ORDINARY RESOLUTION

1. ALLOTMENT OF SHARES

THAT, in accordance with section 551 of the Act, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £1,928.85, provided that this authority shall, unless renewed, varied or revoked by the Company prior to such date, expire five (5) years from the date of 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 after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired. This authority revokes and replaces all existing authorities previously granted to the extent unused.

2. REDESIGNATION OF PREFERENCE SHARES

2.1 THAT, subject to the adoption of the new articles of association contained in the document annexed to these resolutions ("**New Articles**") pursuant to Resolution 3:

- 2.1.1 the entire class of seed preference 1 shares of £0.0001 each in the capital of the Company be redesignated as ordinary shares of £0.0001 each, having the rights as set out in the New Articles ("**Ordinary Shares**");
- 2.1.2 the entire class of seed preference 2 shares of £0.0001 each in the capital of the Company be redesignated as Ordinary Shares; and
- 2.1.3 the entire class of seed preference 3 shares of £0.0001 each in the capital of the Company be redesignated as Ordinary Shares.

SPECIAL RESOLUTION

3. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT, the New Articles be approved and adopted as the new articles of association of the Company in replacement for, and to the entire exclusion of, the existing articles of association of the Company.

Company No. 07099261

[Signatures to follow]

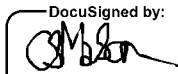
Company No. 07099261

IMPORTANT:

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

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

Signed:

DocuSigned by:

BF694A39B26C45B
[Signature of Shareholder]

Charlotte Mason

.....
[Name of Shareholder]

Date: 16 March 2023

NOTES

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 - (a) by email to **joe.doughty@sheridans.co.uk**; and
 - (b) original by post **FAO: Joe Doughty, Sheridans, 76 Wardour Street, London W1F 0UR.**

You may not return the Resolutions to the Company by any other method.
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Signed:

DocuSigned by:

 776940b925d549c
[Signature of Shareholder]

Yiu ki Leung on behalf of Altai Capital Limited

[Name of Shareholder]

Date: 2023年3月9日

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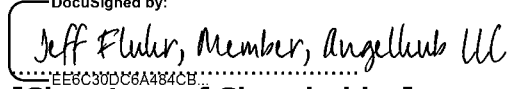
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Signed:

DocuSigned by:

 [Signature of Shareholder]

Jeff Fluhr, Member, Angelhub LLC

 [Name of Shareholder]

Date: 14 March 2023

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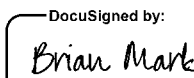
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Signed:

DocuSigned by:

D4A7354D58D641A
[Signature of Shareholder]

Brian Mark
.....
[Name of Shareholder]

Date: 08 March 2023

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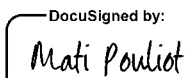
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Signed:

DocuSigned by:

6806B8D14895460
[Signature of Shareholder]

Mati Pouliot
.....
[Name of Shareholder]

Date: 08 March 2023

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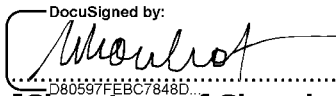
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Signed:

DocuSigned by:

D80597FEEBC7848D
[Signature of Shareholder]

Bernard Pouliot

.....
[Name of Shareholder]

Date: 07 March 2023

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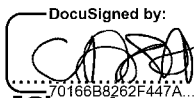
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Signed:

DocuSigned by:

70166B8262F447A
[Signature of Shareholder]

Chris Ash

.....
[Name of Shareholder]

Date: 10 March 2023

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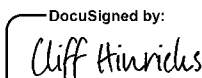
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Signed:

DocuSigned by:

B8EB8E7EF41246F
[Signature of Shareholder]

Cliff Hinrichs
.....
[Name of Shareholder]

Date: 10 March 2023

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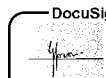
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Signed:

DocuSigned by:

.....
[Signature of Shareholder]

Chris Ingram
.....
[Name of Shareholder]

Date: 09 March 2023

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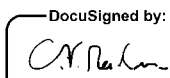
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Signed:

DocuSigned by:

47210BFF8E4846B
[Signature of Shareholder]

Charles Mackinnon
.....
[Name of Shareholder]

Date: 07 March 2023

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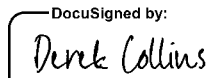
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Signed:

DocuSigned by:

.....
[Signature of Shareholder]

Derek Collins
.....
[Name of Shareholder]

Date: 10 March 2023

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Signed:

DocuSigned by:



.....
[Signature of Shareholder]

Duncan Thomson

.....
[Name of Shareholder]

Date: 10 March 2023

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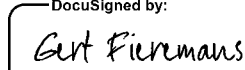
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Signed:

DocuSigned by:

.....
[Signature of Shareholder]

Gert Fieremans
.....
[Name of Shareholder]

Date: 10 maart 2023

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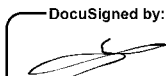
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Signed:

DocuSigned by:

A40338840D954C5
[Signature of Shareholder]

Gil Rotem

.....
[Name of Shareholder]

Date: 10 March 2023

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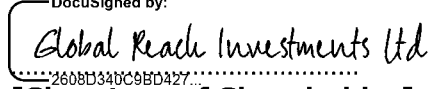
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Signed:

DocuSigned by:


[Signature of Shareholder]

Global Reach Investments Ltd

[Name of Shareholder]

Date: 10 March 2023

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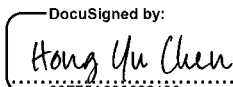
Company No. 07099261

IMPORTANT:

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

Signed:

DocuSigned by:

09F75A63862243D
[Signature of Shareholder]

Hong Yu Chen

.....
[Name of Shareholder]

Date: 08 March 2023

NOTES

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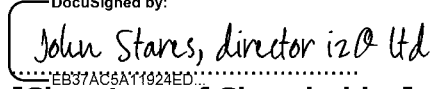
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Signed:

DocuSigned by:

[Signature of Shareholder]

John Stares, director i20 ltd
[Name of Shareholder]

Date: 07 March 2023

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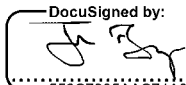
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Signed:

DocuSigned by:

558C7395AAC74A8
[Signature of Shareholder]

John Boyce

.....
[Name of Shareholder]

Date: 10 March 2023

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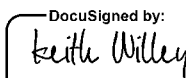
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Signed:

DocuSigned by:

121A40851C8A4E9
[Signature of Shareholder]

Keith Willey
.....
[Name of Shareholder]

Date: 07 March 2023

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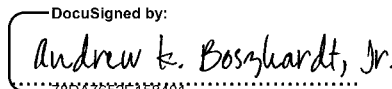
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Signed:

DocuSigned by:

[Signature of Shareholder]

Andrew K. Boszhardt, Jr.
[Name of Shareholder]

Date: 14 March 2023

NOTES

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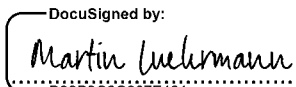
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Signed:

DocuSigned by:

D93B3C8C607F481
[Signature of Shareholder]

Martin Luehrmann
.....
[Name of Shareholder]

Date: 07 March 2023

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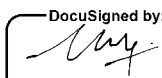
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Signed:

DocuSigned by:


[Signature of Shareholder]

Mariano Mazur

.....
[Name of Shareholder]

Date: 07 de marzo de 2023

NOTES

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Signed:

DocuSigned by:

1C00CB739F164A4
[Signature of Shareholder]

Mark McKenna

.....
[Name of Shareholder]

Date: 07 March 2023

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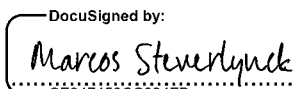
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Signed:

DocuSigned by:

.....
[Signature of Shareholder]

Marcos Steverlynck
.....
[Name of Shareholder]

Date: 07 March 2023

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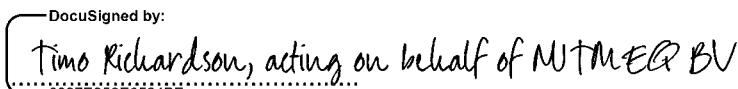
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Signed:

DocuSigned by:

6997E966E6584BF
[Signature of Shareholder]

Timo Richardson, acting on behalf of NUTMEQ BV
.....
[Name of Shareholder]

Date: 08 March 2023

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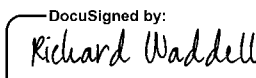
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Signed:

DocuSigned by:

7053F46D9532471
[Signature of Shareholder]

Richard Waddell
.....
[Name of Shareholder]

Date: 10 March 2023

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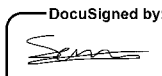
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Signed:

DocuSigned by:

.....
96BB07C4E0704EB
[Signature of Shareholder]

Sami Mikati

.....
[Name of Shareholder]

Date: 10 March 2023

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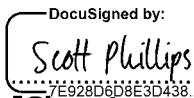
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Signed:

DocuSigned by:

 7E028D6D8E3D438
[Signature of Shareholder]

Scott Phillips

[Name of Shareholder]

Date: 14 March 2023

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Signed:
For and on behalf of Stem Innovations Limited



.....
[Signature of Shareholder]

Stem Innovations Limited

.....
[Name of Shareholder]

Date: 14 March 2023

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