

Company number: 07370388

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

CITYMAPPER LIMITED (the "Company")

Circulated on 15 March 2023 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that resolutions 1 and 2 below are passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTIONS

1. THAT , immediately following the passing of Resolution 2:	
a.	an aggregate 5,553,917 ordinary shares of £0.0000001 each in the capital of the Company be re-designated into ordinary A shares of £0.0000001 each in the capital of the Company on a one-for-one basis;
a.	an aggregate 2,222,566 ordinary shares of £0.0000001 each in the capital of the Company be re-designated into ordinary B shares of £0.0000001 each in the capital of the Company on a one-for-one basis; and
b.	an aggregate 2,194,000 B preferred shares of £0.0000001 each in the capital of the Company be re-designated into B2 preferred shares of £0.0000001 each in the capital of the Company on a one-for-one basis,
in each case, as set out in the written resolutions of the Directors passed on or around the date hereof, having the rights and being subject to the restrictions set out in the New Articles (as defined below), such re-designations to take effect immediately prior to closing of the proposed sale of the entire issued share capital of the Company on or around the date of these Resolutions.	
2. THAT , the articles of association in the form enclosed with these Resolutions be approved and adopted as the new articles of association of the Company (the " New Articles ") 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 Resolutions.

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

BENCHMARK CAPITAL PARTNERS VIII, L.P.

as nominee for

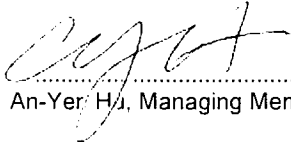
Benchmark Capital Partners VIII, L.P.,

Benchmark Founders' Fund VIII, L.P.,

and Benchmark Founders' Fund VIII-B, L.P.

By: Benchmark Capital Management Co. VIII, L.L.C.,
its general partner

Signed:


.....
An-Yer Hu, Managing Member

Date:

15 March 2023
.....


AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

YUCCA (JERSEY) SLP

By: Intertrust Employee Benefit Services Limited as Authorised Signatory of Yucca (Jersey) SLP in its capacity as administrator of the Index Co-Investment Scheme



Authorised Signatory - Intertrust Employee Benefit Services Limited

Date: 15 March 2023

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Connect Ventures One LP acting by
Connect Ventures One (GP) Limited, its general partner

Acting by its authorised representative:

Signed: *Pietro Bezza*
.....
Pietro Bezza, Authorised Representative

Date: March 8, 2023
.....

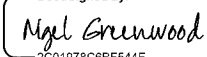
AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

INDEX VENTURES VI (JERSEY), L.P.

By: its Managing General Partner:
Index Venture Associates VI Limited

DocuSigned by:

2C01978C6BF544F...

Director

Date: 15 March 2023
.....

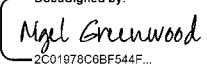
AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

INDEX VENTURES VI PARALLEL ENTREPRENEUR FUND
(JERSEY), L.P.

By: its Managing General Partner:
Index Venture Associates VI Limited

DocuSigned by:

2C01978C6BF544F...

Director

Date: 15 March 2023

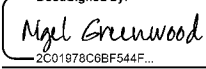
AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

INDEX VENTURES GROWTH III (JERSEY), L.P

By: its Managing General Partner:
Index Venture Growth Associates III Limited

DocuSigned by:

2C01978C6BF544F...

Director

Date: 15 March 2023
.....

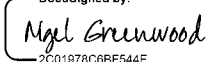
AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

YUCCA (JERSEY) SLP

By: EFG Fund Administration Limited as Authorised Signatory of Yucca (Jersey) SLP in its capacity as administrator of the Index Ventures Growth III Co-Investment Scheme

DocuSigned by:

2C01978C6BF544F...

Authorised Signatory - EFG Fund Administration Limited

Date:

15 March 2023
.....

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

LGV, L.P.
acting by its general partner LGV GP, acting by its corporate director Adelphi Limited

By:  

Authorized Signatory

Date: March 9, 2023
.....

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Latitude, L.P.

acting by its manager Phoenix Court Fund Management Limited

By: 
Authorized Signatory

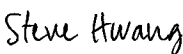
Date: March 9, 2023
.....

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

DocuSigned by:

113EC8579EAB4D00:.....

Name:

Steve Hwang
.....
(PRINT NAME)

For and on behalf of:

Redwood Investment Asset Holdings LLC

Date:

15 March 2023
.....

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

BALDERTON CAPITAL IV, L.P.
as nominee for
Balderton Capital IV, L.P.
and related individuals

By: Balderton Capital Partners IV, L.P.,
Its general partner

By: Balderton Capital General Partner IV, L.L.C.,
Its general partner

Signed: *Lorna Morton*
.....
Authorized Signatory

Date: 15 March 2023
.....

AGREEMENT

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

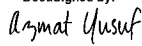
The undersigned, being members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Azmat Yusuf

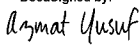
DocuSigned by:

E71E327C707E4D0...

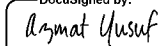
Rhythm Ventures Ltd

DocuSigned by:

E71E327C707E4D0...
acting by Azmat Yusuf under power of attorney

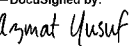
Ahmad Butt

DocuSigned by:

E71E327C707E4D0...
acting by Azmat Yusuf under power of attorney

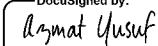
Jeremy Yap

DocuSigned by:

E71E327C707E4D0...
acting by Azmat Yusuf under power of attorney

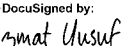
Fernando Ventures Limited

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

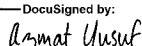
Kim Harvey

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

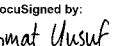
Shorrer Limited

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acting by Azmat Yusuf under power of attorney

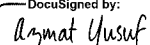
Limvirak Chea

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E71E327C707E4D0...
acting by Azmat Yusuf under power of attorney

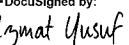
Peter Read

DocuSigned by:

E71E327C707E4D0...
acting by Azmat Yusuf under power of attorney

Greylock Israel II Limited Partnership

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acting by Azmat Yusuf under power of attorney

Rabin Yaghoubi

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acting by Azmat Yusuf under power of attorney

Hazelaan LLC

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Apoletto Ltd

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Pierre Valade

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

NJJ Capital

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Greenspring Early Stage I, L.P.

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Greenspring Early Stage I-G, L.P.

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Naveen Selvadurai

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Jason Ball

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Westbrooke Rhythm Limited

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acting by Azmat Yusuf under power of attorney

Isomer Capital I SCSp

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Tobias Ho

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Glenn Earle

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Crowdcube Nominees Limited

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Nicholas Skehin

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Saral Kaushik

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Duane Harrison

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Maria Neumayer

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Alexandra Zhernova née Dremina

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Colleen Jiang

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Ross Hemsley

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Charles Mellier

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Aafke Beukema

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Yohann Bensadoun

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Jonathan Dalrymple

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

Analía Plaza

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

André Arroyo

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Azmat Yusuf
acting by Azmat Yusuf under power of attorney


Antony Shaw-Green

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

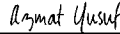
Romain Strock

DocuSigned by:
Azmat Yusuf
acting by Azmat Yusuf under power of attorney

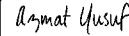
Soo Tsung Lee Gene

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney


Robert Boynes

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

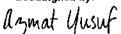
Cora Cave

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

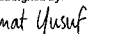
Claudia Bruyant Ndege

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acting by Azmat Yusuf under power of attorney

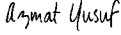
Iestyn Williams

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

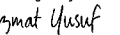
Alexander Kopanev

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acting by Azmat Yusuf under power of attorney

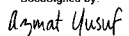
Maxim Raykhrud

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

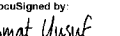
Peteris Bikis

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

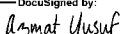
Louis Jolly de Rosnay

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

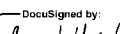
Theo Stanton

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

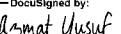
Danyal Robin Bilgil

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

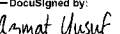
Erhan Erdogan

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

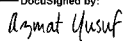
Matteo Cunsolo

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

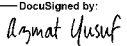
Suhail Patel

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

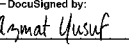
Edward Eriksson

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

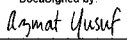
Robin Stephenson

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

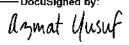
Miguel Figueiredo Mascarenhas Sousa Filipe

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

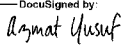
Luca Bartoletti

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

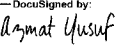
Tayfun Terzi

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

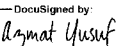
Ruth Potts

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

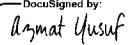
Giulia Gallotti

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

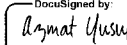
Louis Vines

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

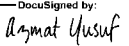
Carlos da Costa

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

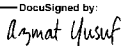
Collette Kerrigan

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

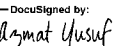
Benjamin Hadfield

DocuSigned by:

E71E327C787E4D0
acting by Azmat Yusuf under power of attorney

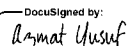
Simon Gibbons

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Kapileshwar Syamasundar

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Goël Amar

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Eric Salama

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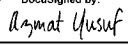
Pui Yan Patsy Ho

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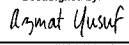
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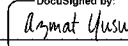
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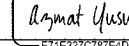
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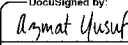
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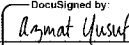
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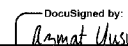
Emma Rivron-McEachan

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Ramon Espin Izquierdo

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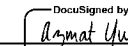
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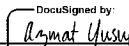
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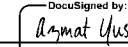
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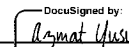
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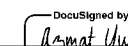
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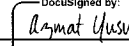
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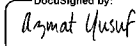
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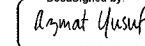
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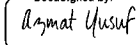
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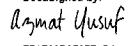
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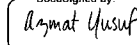
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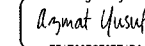
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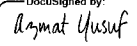
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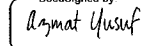
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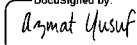
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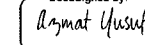
Jakob Rieckh

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Gregoire Novel

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Philippos Galanis Nikolopoulos

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Alexander Thomas

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Benjamin Kay

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Benjamin Pick

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Clara Clements née Dalbera

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Jordan Iserson

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Juan Pablo Navarro Sanchez

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Karl Sims

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Kjell Verschuren

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Marjorie Aboganda

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May Chiang

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Nathan Jenkins

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Nicolas Koedjikov

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Olivia Walker

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Olivier Fischer

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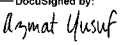
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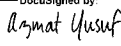
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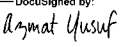
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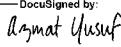
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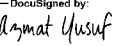
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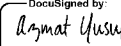
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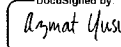
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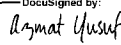
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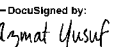
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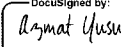
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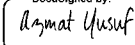
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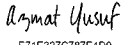
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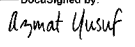
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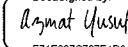
Yenyu Chen

DocuSigned by:

E71E327C787E4D0...
acting by Azmat Yusuf under power of attorney

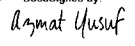
Yuan Ji

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Zoe Preston

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

Jack March

DocuSigned by:

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acting by Azmat Yusuf under power of attorney

NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company. If you do not agree with the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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 authority when returning this document.