### **THE COMPANIES ACT 2006**

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS OF

**APPEAR HERE LIMITED** (the "Company")

Pursuant to Section 288 of the Companies Act 2006 (the "Act")

Circulation date:

29 June 2023

Passed on:

30 June 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below (together the "**Resolutions**") be and are hereby passed as an ordinary and special resolution, as stated:

## **Ordinary Resolution**

- 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 ("Rights") up to a maximum aggregate nominal amount of £262.5746 provided that:
  - the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - ii. the director(s) of the Company may, before such expiry under paragraph I 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 director(s) may allot such shares or grant such rights (as the case may be) pursuant to 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 I above, any and all rights of pre-emption whether conferred by the provisions of the Company's articles of association, under section 570 of the Act or otherwise be and hereby are waived and dis-applied in respect of the allotment and

issue of the shares and other securities in the capital of the Company as set out in Resolution I.

Please read the notes at the end of this document before signifying your agreement to the Resolutions. A copy of the New Articles is appended to the Resolutions for your review and approval.

The undersigned, entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions: **SIGNED** by **JOSH ARTUS**: Date: **SIGNED** by **KASIA ATWELL:** Date: **SIGNED** by **JONATHAN AZODO:** Date: **SIGNED** by **ELLEN BAILEY:** Date: **SIGNED** by **ROSS BAILEY:** Date:

**SIGNED** by **MICHAEL BAIRD:** ) Date: **SIGNED** for and on behalf of **BALDERTON CAPITAL V,** LP: By: Balderton Capital Partners V, L.P. Its general partner By: Balderton Capital General Partner V, LLC, Its general partner Date: 29 June 2023 Norman Amey, Manager **SIGNED** for and on behalf of **BALLPARK VENTURES** LLP: Date: **SIGNED** by **ASHLEY BENNETT-**FREEMAN: Date:

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SIGNED by GEORGE COLTART: Date:	)	
SIGNED by BONNIE COOKE: Date:	) ) )	
SIGNED by SOPHIE CORNISH: Date:	) ) )	
SIGNED by ANDY COTTLE: Date:	) ) )	
SIGNED by SARAH CUSACK: Date:	) )	
SIGNED by ELODIE DESSORS: Date:	) ) )	
SIGNED by KATY DILLON: Date:	) )	

**SIGNED** by **OLIVER DUTHIE:** Date: **SIGNED** for and on behalf of FIFTH WALL VENTURES, L.P.: Date: **SIGNED** by **CIAN FINUCANE:** Date: **SIGNED** for and on behalf of **FPGP NOMINEES LIMITED:** DocuSigned by: Date: Mc Brisbourne - D6491A06EBCD41E... **SIGNED** for and on behalf of **FREUD** (HOLDINGS) LIMITED: Date: **SIGNED** by **MICHELE GALLI:** Date: **SIGNED** by THIBAULT GAUTRIAUND: Date:

**ADAM HUTCHINSON:** 

**DENIZER IBRAHIM:** 

Date:

Date:

**SIGNED** by

Company Number: 07736672 **SIGNED** by **HENRY GILMOUR:** Date: **SIGNED** by **BASTIAAN HAGHIUS:** Date: **SIGNED** by **MARK HAZAN:** Date: **SIGNED** by BEATRICE **MARTEL HENNEKENS**: Date: **SIGNED** for and on behalf of **HOWZAT AGAIN LLP**: ) Date: **SIGNED** by

SIGNED by JENS LAPINSKI:

Date:

Company Number: 07736672 **SIGNED** for and on behalf of **IMAGINARY VENTURE** ) **CAPITAL PARTNERS, L.P.:** Date: **SIGNED** for and on behalf of JLL SPARK GLOBAL **VENTURES FUND II, LP:** Date: **SIGNED** by **CODY JOHNSON:** Date: **SIGNED** by **BECKY JONES**: Date: **SIGNED** by HARRY **EDWARD RUSSELL JONES:** Date: **SIGNED** by **BOULLE** ) PIERRE JUDKIEWICZ: Date:

**CHRISTOPHER** 

**LOWDER**: Date:

JOEL

Company Number: 07736672 **SIGNED** by **ELIZABETH LAYNE**: Date: **SIGNED** by TOM ROBERT BENJAMIN **LEATHES**: Date: **SIGNED** by **PETER LENNON:** Date: **SIGNED** by **ADRIAN LEVY:** Date: **SIGNED** for and on behalf of LION **INVESTMENTS** DocuSigned by: LIMITED: Grainne McGinley Date: -14526ADE113E44A... **SIGNED** by **HENRY LIU:** Date: **SIGNED** by

Date:

Date:

SIGNED for and on behalf of

MMC LONDON FUND LP:

## Company Number: 07736672 **SIGNED** for and on behalf of M.B.III **GUERNSEY** LIMITED: Date: **SIGNED** for and on behalf of **MAGUIRE VENTURE CAPITAL LLC**: Date: **SIGNED** by **NICK MAHER:** Date: **SIGNED** by **ROMAN MAZUR:** Date: **SIGNED** for and on behalf of HUCKLETREE (GUERNSEY) LIMITED: Date: **SIGNED** by **TANYA MCKNIGHT:**

DocuSigned by:

Simon Menashy

**SIGNED** by **LORAN MUTAFOV:** Date: **SIGNED** by **ANTONELLA NARDELLI:** Date: **SIGNED** by **ALEXANDER NUSSBACHER**: Date: **SIGNED** for and on behalf of **OCTOPUS INVESTMENTS** -DocuSigned by: **NOMINEES LIMITED:** ) Rebecca Hunt Date: -6AD2ECFA19B84F0... **SIGNED** for and on behalf of OCTOPUS TITAN VCT DocuSigned by: PLC: Rebecca Hunt Date: \*6AD2ECFA19B84F0:: **SIGNED** by **LUCA PARDUCCI:** Date: **SIGNED** by **JAMES PARKER:** Date:

<b>SIGNED</b> by <b>RAJIV PATTNI</b> : Date:	) ) 
SIGNED for and on behalf of PLAYFAIR CAPITAL INVESTMENT NOMINEE LTD: Date:	
<b>SIGNED</b> by <b>HANNAH RALEIGH</b> : Date:	)
SIGNED by ALICE RATCLIFFE: Date:	
SIGNED by INES DUVERGE RODRIGUES: Date:	)
SIGNED by ELLEN ROYLE: Date:	
SIGNED by JASMINE SAEI: Date:	) ) )

SIGNED by	)
CLAUDIA SAMPSON:	)
Date:	
SIGNED by ANTOINE SAZIO: Date:	) )
SIGNED by	)
EMMA SCHOFIELD:	)
Date:	)
SIGNED by	)
TOM SHEA:	)
Date:	)
SIGNED by EMMA SHEARER: Date:	) )
SIGNED by LAUREN SIPPLE: Date:	) )
SIGNED by	)
IZZIE SNOWDON:	)
Date:	)
SIGNED for and on behalf of SPG APPEAR HERE LLC:	DocuSigned by: BBF8BB60AAA7464

**SIGNED** by

Date:

**MATTHEW WHEELER:** 

# Company Number: 07736672 **SIGNED** by **MARTIN ŚVOBODA:** Date: **SIGNED** by **ANDREW THOMPSON:** Date: **SIGNED** by **ANDREAS TORS:** Date: **SIGNED** by **DENIZ UNER:** Date: **SIGNED** by VON **DIANE FURSTENBURG**: Date: **SIGNED** by JESSICA WARCHWIKER: Date:

SIGNED by
CHARLIE WILSON:
Date:

SIGNED by
GEORGINA WORKMAN:
Date:

SIGNED by
ANGELO ZEGNA:
Date:

Date:

#### **Notes for Members:**

- 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 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 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**: scanning the original signed copy and emailing or sending the scan, without any manner of alteration or variation to the original, to Daniel.Smith@mishcon.com.
  - (d) **Electronic Signing Platform**: via the DocuSign or any other similar electronic signing platform.

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.

- Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 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.
- 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.