

**Company number: 09107763**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
of  
CITY FALCON LIMITED  
(the **Company**)**

**...23 November... 2020 (the **Circulation Date**)**

Pursuant to (i) Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 2006**") and (ii) the articles of association of the Company as at the Circulation Date (the "**Articles**"), the director of the Company propose that the Resolution (as defined below) be passed as an ordinary resolution in accordance with section 282 of the CA 2006 (the "**Resolution**").

**ORDINARY RESOLUTION**

**AUTHORITY TO GRANT RIGHTS AND ALLOT SHARES**

THAT, in accordance with section 551 of the CA 2006 and article 28.1 of the Articles, the director of the Company be generally and unconditionally authorised:

a) to enter the Company into a convertible loan agreement, substantially in the form of the template appended to this Resolution for a total amount of £603,480 plus any Headroom as defined therein (together with such amendments as the directors of the Company may agree from time to time) (the "**CLA**"), with certain prospective investors in the Company (including the UK Government's "**Future Fund**") and thereby grant to such investors securities convertible into shares in the capital of the Company up to a maximum aggregate nominal amount of £996,315.20; and

b) to allot and issue, upon the conversion of the loans made pursuant to the CLA, such number and class of shares in the capital of the Company as may be subscribed for by the investors thereunder, subject to a maximum aggregate nominal amount of £996,315.20,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert into shares ("**Rights**") to be granted after such expiry and the directors may allot shares or grant Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**PLEASE READ THE NOTES BELOW BEFORE TAKING ANY ACTION IN RESPECT OF THIS RESOLUTION**

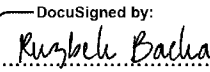
AGREEMENT

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

Signed by:

Ruzbeh Bacha

.....  
(Print shareholder name)

DocuSigned by:  


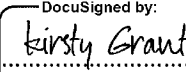
.....  
(Signature of shareholder or person(s) authorised to sign on behalf of shareholder)

11/23/2020

.....  
(Date)

Kirsty Grant

.....  
(Print shareholder name)

DocuSigned by:  


.....  
(Signature of shareholder or person(s) authorised to sign on behalf of shareholder)

11/23/2020

.....  
(Date)

## NOTES

1. The purpose of the Resolution is to grant by ordinary resolution, pursuant to section 551 of the CA 2006 and article 28.1 of the Articles, authority to the directors of the Company to grant equity securities in the Company pursuant to the CLA and to allot and issue shares in the capital of the Company in accordance with the CLA. It shall be passed upon receipt by the Company of the approval of those holding in aggregate more than 50% of the issued share capital of the Company on the Circulation Date.
2. If you agree to the Resolution, please signify your agreement by either:
  - a. signing and dating this document where indicated above and returning it to the Company using one of the following methods:
    - i. by delivering the signed copy personally or sending it by post to the Company's registered office at 483 Green Lanes, London, England, N13 4BS marked for the attention of "The Director"; or
    - ii. by sending a scanned copy of the signed document by email to [contact@cityfalcon.com](mailto:contact@cityfalcon.com) ; or
  - b. sending an email to [contact@cityfalcon.com](mailto:contact@cityfalcon.com) containing your full name and postal address, an attached copy of the unsigned Resolution, and the following statement: *"I, [name], being a person entitled to vote on the resolution circulated by City Falcon Limited on [circulation date] 2020 hereby unconditionally and irrevocably agree to such resolution."* Where you are signifying agreement on behalf of another person under a power of attorney or other authority, the email should include your full name, the full name of the person on whose behalf you are signifying agreement to the Resolution, and the following statement: *"I [insert your name] of [insert your address] being a person authorised on behalf of [insert member's name] of [insert member's address] to vote on the resolution circulated by City Falcon Limited on [circulation date] 2020, hereby unconditionally and irrevocably agree to such resolution"*.

The Company reserves the right to reject in its absolute discretion any agreement signified by email where the Company has reason to doubt the truth of any statement as to identity made in the relevant email or which does not fully comply with this paragraph 2(b).
3. 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.
4. Once you have approved the Resolution you may not revoke your approval.
5. Unless, by the date falling 28 days following the Circulation Date, sufficient approval is received for the Resolution to pass, they will lapse. If you approve the Resolution, please ensure that your agreement reaches the Company before this date.
6. 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.

**APPENDIX**  
**Template Convertible Loan Agreement**

Attached as a separate document.