

**Company number: 09523903**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

- of -

**CURVE OS LIMITED (the "Company")**

27 November 2020 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 4 (inclusive) below be passed as ordinary and special resolutions (as indicated) (the "**Resolutions**").

**ORDINARY RESOLUTION**

1. That the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into:

- (a) C1 preferred shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £810.0032,
- (b) C2 preferred shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £181.9505,
- (c) C3 preferred shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £27.2925,
- (d) C4 preferred shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £364.0690,
- (e) hurdle shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £217.4846,
- (f) ordinary shares of £0.0001 each in the capital of the Company up to a maximum aggregate nominal amount of £217.4846,

provided that:

- (i) the authority granted under this resolution shall expire five years after the passing of this resolution; and
- (ii) the Company may, before such expiry under paragraphs (a) to (f) 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 directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Subject to resolution 2, this authority is in addition to all subsisting authorities.

2. That the authority contained in all prior resolutions of the members of the Company which remains outstanding as at the date of this resolution, to allot and issue or grant rights to subscribe for or to convert any security into B1 preferred shares of £0.0001 each in the capital of the company shall be hereby revoked.


### **SPECIAL RESOLUTIONS**

3. That, subject to the passing of resolution 1 above, the articles of association of the Company contained in the document attached to these Resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
4. That, subject to the passing of resolution 1 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act and any pre-emption rights (however expressed) contained in the existing articles of association of the Company or the New Articles, did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act) and any rights of pre-emption in connection therewith are hereby waived.

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**Passed: .....27 November..... 2020**

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the above ordinary resolutions and special resolutions (as indicated) were duly passed by the Company as written resolutions.



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**Shachar Bialick, Director**