

Company Number: 09864205

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CLEO AI LTD.

(the "Company")

30 November 2023 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution (the "Resolution") be passed as a special resolution.

SPECIAL RESOLUTION

1. **THAT**, the articles in the form attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Please read the notes overleaf before signifying your agreement to the Resolutions.

These Resolutions may be executed in one or more counterparts, each of which were executed shall be an original, but all counterparts together shall constitute one of the same instrument.

We, the undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably consent and agree to the Resolutions.

Signed by: **BARNABY HUSSEY-YEO**

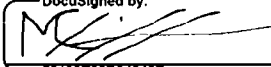
Dated: 30 November 2023

DocuSigned by:
Barnaby Hussey-Yeo
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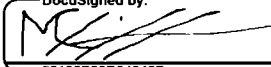
Signed by: **ALEKSANDRA WOZNIAK**

Dated: _____

Signed by: Matt Clifford
For and on behalf of
**ENTREPRENEUR FIRST
INVESTMENT MANAGER LLP**
Dated: 30 November 2023

DocuSigned by:

53199E33D34348F...

Signed by: Matt Clifford
For and on behalf of
**ENTREPRENEUR FIRST NEXT
STAGE L.P.**
Dated: 30 November 2023

DocuSigned by:

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Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD) VENTURES
NO. 17 LTD**

Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD) VENTURES
NO. 25 LTD**
Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD) VENTURES
NO. 33 LTD**
Dated: _____

Signed by: _____

For and on behalf of
**REVOLUTIONARY (AD)VENTURES
NO. 34 LTD**

Dated: _____

Signed by: Nicole Ramroop _____

For and on behalf of **HAMBLE
INVESTMENT HOLDINGS LTD**
30 November 2023

Dated: _____

DocuSigned by:



137CE03A38054FE...

Signed by: **SIRAJ KHALIQ** _____

Dated: _____

Signed by: **ALEX CHESTERMAN** _____

Dated: _____

Signed by: **SIMON FRANKS** _____

Dated: _____

Signed by: **ALAN MORGAN** _____

Dated: _____

Signed by: **JASON GOODMAN** _____

Dated: _____

Signed by: _____

For and on behalf of **MAINSRING
NOMINEES (2) LIMITED**

Dated: _____

Signed by: **WENDY TAN WHITE** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: Serena Queripel

For and on behalf of **LOCALGLOBE
VIII, L.P.** acting by its Manager
**SENDERWOOD FUND
MANAGEMENT LIMITED**

DocuSigned by:



C8F34E378F04483 ..

Dated: 30 November 2023

Signed by: Martin Tälli

For and on behalf of **OÜ NOTORIUS**
30 November 2023

DocuSigned by:



2B74830A243E4BC

Signed by: _____

For and on behalf of **BALDERTON
CAPITAL VI, S.L.P.**

Dated: _____

Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: _____

For and on behalf of **EQT
VENTURES II INVESTMENTS
S.À.R.L.**

Dated: _____

Signed by: Serena Queripel
For and on behalf of **LATITUDE,
L.P.** acting by its Manager
**SENDERWOOD FUND
MANAGEMENT LIMITED**

DocuSigned by:

C8F34E378F04482

Dated: 30 November 2023

Signed by: **MATTHEW ROBINSON** _____

Dated: _____

Signed by: **TOM STAFFORD** _____

Dated: _____

Signed by: _____

For and on behalf of **MAINSRING
NOMINEES (2) LIMITED**

Dated: _____

Signed by: **WENDY TAN WHITE** _____

Dated: _____

Signed by: **JOE WHITE** _____

Dated: _____

Signed by: _____

For and on behalf of **LOCALGLOBE
VIII, L.P.** acting by its Manager
**SENDERWOOD FUND
MANAGEMENT LIMITED**

Dated: _____

Signed by: _____

For and on behalf of **OÜ NOTORIUS**

Dated: _____

petr klimo

Signed by: Emanuele Grippo

For and on behalf of **BALDERTON
CAPITAL VI, S.L.P.**

Dated: 30 November 2023

DocuSigned by:

69A789E227C94FD...

DocuSigned by:

Emanuele Grippo

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Signed by: **IAN HOGARTH** _____

Dated: _____

Signed by: Francesco Salemm

DocuSigned by:

51C2A9C70E71445

Antoine Rosquoet

DocuSigned by:

A7CFF9214CFB4E1

For and on behalf of **EQT
VENTURES II INVESTMENTS
S.À.R.L.**

Dated: 30 November 2023

Signed by: _____

For and on behalf of **LATITUDE,
L.P. acting by its Manager
SENDERWOOD FUND
MANAGEMENT LIMITED**

Dated: _____

Signed by: **MATTHEW ROBINSON**

Dated: _____

Signed by: **TOM STAFFORD**

Dated: _____

Signed by: _____

For and on behalf of TONA
INVESTMENTS, L.P. acting by its
general partner TONA GP LIMITED
acting by its authorized signatory

Dated: _____

Signed by: Yoshitaka Kitao

For and on behalf of SBI
AI&BLOCKCHAIN INVESTMENT
LPS
By: SBI Investment Co., Ltd., its
General Partner

Name: Yoshitaka Kitao

Title: Representative Director

Dated: 30 November 2023

DocuSigned by:
Yoshitaka Kitao
493A692E8C9A44D...

Signed by: ANJU GASTON

Dated: _____

Signed by: JOHN BLACKWOOD

Dated: _____

Signed by: THISHANI NADESAN

Dated: _____

Signed by: **ROSANNA KNOTTENBELT**

Dated: _____

Signed by: **GRACE HUGHES**

Dated: _____

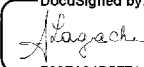
Signed by: **BRADLEY PEPPETT**

Dated: _____

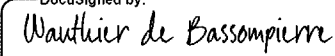
Signed by: **CORINNE HITCHING**

Dated: _____

Amélie Lagache

DocuSigned by:

F03FA24D5F714CA...

Signed by: Wauthier de Bassompierre

DocuSigned by:

F22F5FDA4754F6...

For and on behalf of **SOFINA
VENTURES SA**

Dated: 30 November 2023

Signed by: _____

For and on behalf of **SVB
INNOVATION CREDIT FUND VIII,
L.P.**

Dated: _____

Signed by: **OLIVER BATES** _____

Dated: _____

Signed by: **GEORGE ALLEN** _____

Dated: _____

Signed by: **ALEX AINSWORTH** _____

Dated: _____

Signed by: **SOPHIE GILL** _____

Dated: _____

Signed by: **ELLIOTT MARSDEN** _____

Dated: _____

Signed by: **DINDA CALISTA** _____

Dated: _____

Signed by: **AARON SMITH** _____

Dated: _____

Signed by: Koji Nakano

For and on behalf of SBI
VENTURES TWO CO., LTD.

Name: Koji Nakano
Title: Representative Director

Dated: 30 November 2023

DocuSigned by:
Koji Nakano
493A692E8C9A44D...

NOTES:

1. You may choose to agree to all of the Resolutions or none of them, but you may not agree to only some of the Resolutions.
2. If you wish to vote in favour of the Resolutions, please sign and date this document where indicated above and return it to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy to the Company's registered office or to Ella Donegan at Goodwin Procter (UK) LLP, 100 Cheapside, London EC2V 6DT; or
 - (b) **by post:** returning the signed copy by post to the Company's registered office or to Ella Donegan at Goodwin Procter (UK) LLP, 100 Cheapside, London EC2V 6DT; or
 - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Ella Donegan at EDonegan@goodwinlaw.com; or
 - (d) **by DocuSign.**

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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. 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.
5. 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.
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.

ANNEX

NEW ARTICLES

[please see attached]