

**Company number 10850644**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**THELOGICALLY LTD**

**(the "Company")**

**Circulation Date** ..... 14 March **2023**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 is passed as a special resolution (each a "**Resolution**" and together the "**Resolutions**").

**ORDINARY RESOLUTION**

- 1 **THAT**, the Company be authorised to enter into unsecured convertible loan agreements between the Company and each of XTX Investments UK Limited, Enterprise Ventures (General Partner NPIF YHTV Equity Limited) as general partner of NPIF YHTV Equity LP and Eliza Tinsley (UK) Limited (each an "**Investor**" and together the "**Investors**") for the provision of aggregate loans of £4,000,000 ("**Convertible Loan Agreements**") capable of being converted, at the option of each Investor, into such number and class of shares in the capital of the Company as determined by the terms of the Convertible Loan Agreements up to a nominal value of £4,000,000 and pursuant to section 551 of the Act, the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to grant rights to convert such security created by the Convertible Loan Agreements into shares in the Company up to an aggregate nominal amount of £4,000,000; provided that this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of this resolution. This authority will be in addition to any previous authorities to allot equity securities (as defined in section 560 of the Act), given prior to the date of this Resolution, including, without limitation, pursuant to the Written Resolutions of the Company circulated on 10 October 2022 (**October Resolutions**)

**SPECIAL RESOLUTION**

- 2 **THAT**, pursuant to Article 13.7 of the Company's articles of association ("**Articles**") and subject to the passing of Resolution 1, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act), pursuant to the authority conferred by Resolution 1 of these Resolutions and Resolution 1 of the October Resolutions ("**Option Resolution**"), as if article 13 of the Articles did not apply and any allotment pursuant to the Option Resolution is hereby ratified.

AGREEMENT


Please read the notes at the end of this document before signifying your agreement to the Resolutions. The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed:

Name of Shareholder:

Dated:

DocuSigned by:



E17D8EC545844BE

Lyric Jain

14 March 2023

Signed:

Name of Shareholder:

Dated:

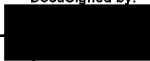
Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Signed:

Name of Shareholder:

Dated:

DocuSigned by:



E17D8EC545044BE

Eliza Tinsley (UK) Limited

Signed:

Name of Shareholder:

Dated:

XTX Investments UK Limited


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Signed: .....  
Name of Shareholder: Lyric Jain  
Dated: .....

Signed: .....  
Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP  
Dated: .....

Signed: .....  
Name of Shareholder: Eliza Tinsley (UK) Limited  
Dated: 14 March 2023 .....

DocuSigned by:  
  
8198E66FD40943A

Signed: .....  
Name of Shareholder: XTX Investments UK Limited  
Dated: .....


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Signed: .....

Name of Shareholder: Lyric Jain

Dated: .....

DocuSigned by:  
  
209CA21BA60F40D...

Signed: .....

Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Dated: 14 March 2023 .....

Signed: .....

Name of Shareholder: Eliza Tinsley (UK) Limited

Dated: .....

Signed: .....

Name of Shareholder: XTX Investments UK Limited

Dated: .....

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Name of Shareholder: Lyric Jain

Dated: .....

Signed: .....

Name of Shareholder: Enterprise Ventures (General Partner NPIF YHTV Equity) Limited as general partner of NPIF YHTV Equity LP

Dated: .....

Signed: .....

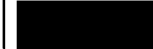
Name of Shareholder: Eliza Tinsley (UK) Limited

Dated: .....

Signed: ..........

Name of Shareholder: XTX Investments UK Limited

Dated: 14 March 2023 .....

DocuSigned by:  
  
E17D8EC545044BE...

Signed: .....  
Name of Shareholder: **RTL Investments Limited**  
Dated: 14 March 2023  
.....

Signed: .....  
Name of Shareholder: **Amazon.com NV Investment Holdings LLC**  
Dated: .....

Signed: .....  
Name of Shareholder: **VIP IV Bonsai LP acting by its general partner VIP IV Bonsai GP Limited**  
Dated: .....

Signed: .....

Name of Shareholder: RTL Investments Limited

Dated: .....

Signed: .....

Name of Shareholder: Amazon.com NV Investment Holdings LLC

Dated: .....

Signed: .....  


Name of Shareholder: VIP IV Bonsai LP acting by its general partner VIP IV Bonsai GP Limited

Dated: 14 March 2023 .....

## NOTES

- 1 If you agree to 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 CWB/THE.116-9 at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB;
  - (b) **Post:** returning the signed copy by post to CWB/THE.116-9 at Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester, M3 3EB.
  - (c) **E-mail:** by attaching a scanned copy of the signed document by email to millie.woodruff@squirepb.com.

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.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during 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.