

WRITTEN RESOLUTION OF THE MEMBERS

Company No. 11501632

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

UNDERPINNED LTD

(the "Company")

Circulation Date: 23 December 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the following resolutions are passed (the **Resolutions**).

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT the directors be generally and unconditionally authorised for the purposes of Article 7.5.1 of the articles of association of the Company to exercise all the powers of the Company to allot shares in 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 £1.40 provided that:

- (a) the authority granted under this resolution shall, unless renewed, varied or revoked by the Company, expire five years after the passing of this resolution; and
- (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or Rights 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.

This authority is in addition to all authorities previously granted to the Directors.

SPECIAL RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution, the directors of the Company be empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred upon them by resolution 1 as if the provisions of articles 7.5.4 to 7.5.10 of the articles of association and the provisions of clause 18 of the investment agreement between (1), Mr Azis-Clauson (2), Mr Williams (3), Mr Simon Williams (4), Symvan Capital Limited (5) and (6) Other Investors (as defined therein) dated

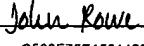
3 April 2019 as varied by the two deeds of variation to the IA, dated 22 August 2019 and 15 October 2019, of the Company did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

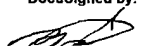
This authority is in addition to all authorities previously granted to the Directors.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Name of Shareholder: John Edward Rowe	acting as a director for and on behalf of WCS Nominees Limited
Signature:	DocuSigned by: 
Date:	C563E75E1531492... 23 December 2021

Name of Shareholder: Masafumi SAIKI	acting as a director for and on behalf of Frontive Holding Limited
Signature:	DocuSigned by: 
Date:	982C0800FB5046C... 23 December 2021

Name of Shareholder:	acting as a director signing for and on behalf of Aufi Limited
Signature:	
Date:	

Name of Shareholder:	acting as a director for and on behalf of Crowdcube Nominees Limited
Signature:	
Date:	

Name of Shareholder:	acting as a director for and on behalf of TMF International Pensions Limited aTo Melita International Retirement Scheme Trust obo Malek Meslemani
Signature:	
Date:	

Name of Shareholder:	acting as a director for and on behalf of UK FF Nominees Limited
Signature:	
Date:	

Name of Shareholder:	acting as a director for and on behalf of SFC Nominees Limited
Signature:	
Date:	

DocuSigned by:

C7F43C69B9B438..... ALBERT DE SYMONS
AZIS-CLAUSON 23 December 2021

Signature

Date

DocuSigned by:

BDA4DE3E717846A..... ALAN JULIUS GROSS
23 December 2021

Signature

Date

DocuSigned by:

F6863D80482142F..... ALICE STEPHENSON
23 December 2021

Signature

Date

DocuSigned by:

E68E5B8A307F42A..... DAVID HOUTEN
23 December 2021

Signature

Date

DocuSigned by:

12EA7622AE9B44F..... IMRAN KHATRI
23 December 2021

Signature

Date

DocuSigned by:

7775FFF988DB4BE..... KENYA MATSUMOTO
23 December 2021

Signature

Date

DocuSigned by:

05984DD8C44B4C8..... LINDSAY JANE SCARLETT
23 December 2021

Signature

Date

DocuSigned by:

GGE98465D0C9458..... SAMEER KHATRI
23 December 2021

Signature

Date

..... SEAN MELNICK

Signature

Date

DocuSigned by:
Joachim Maus
.....45B410A08DCB420.....

JOACHIM GÜNTHER MAUS

23 December 2021

Signature

Date

DocuSigned by:
Zaid Alkatib
.....35B9F8A997104AD.....

ZAID ALKATIB

23 December 2021

Signature

Date

..... EDWARD BELL

Signature

Date

DocuSigned by:
Christopher Williams
.....799697557D1D4E8.....

CHRISTOPHER WILLIAMS

23 December 2021

Signature

Date

DocuSigned by:
Simon Williams
.....68D003351AA74EB.....

SIMON WILLIAMS

23 December 2021

Signature

Date

NOTES

1. If you agree with 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:

By Hand: delivering the signed copy to Albert De Symons Azis-Clauson at 22 Gossamer Gardens, London, England, E2 9FN.

Post: returning the signed copy by post to Albert De Symons Azis-Clauson at 22 Gossamer Gardens, London, England, E2 9FN.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to albert@underpinned.com or to Zoe Pettigrew at zoe.pettigrew@stephenson.law. Please enter "Written Resolution" in the e-mail subject box.

DocuSign: by returning it to the Company via Stephenson Law Limited's docusign account.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date which is 28 days following the Circulation Date, sufficient agreement has been received for the Resolution 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.