

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: 29 September 2022

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 (**Articles**) to exercise all the powers of the Company to allot shares in the capital of the Company up to a maximum aggregate nominal amount to allow for the subscription of up to £1,000,000 advanced to the Company pursuant to the terms of advance subscription agreements entered into by the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of these Resolutions. This authority is in addition to all unexercised authorities previously granted to the directors of the Company.

2. **NEW SHARE CLASS**

THAT a new class of Ordinary A shares of £0.0000002259 each in the capital of the Company be created, and having such rights and restrictions as set out in the articles of association of the Company to be adopted pursuant to Resolution 4, below.

SPECIAL RESOLUTIONS

3. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to and conditional upon the passing of resolution 1 above, 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 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) the Company; and (6) Other Investors (as defined therein) dated 3 April 2019 (as varied by deeds of variation dated 22 August 2019 and 15 October 2019) 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.

4. ARTICLES OF ASSOCIATION

THAT the draft articles of association attached be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

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:  C563E75E1531492...

Date:

Name of Shareholder: acting as a
director for and on behalf of
Frontive Holding Limited

Signature:

Date:

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: Bethell Codrington acting as a
director for and on behalf of
TMF International Pensions
Limited aTo Melita International
Retirement Scheme Trust obo
Malek Meslemani

Signature:

DocuSigned by:

Bethell Codrington

94D3E9802D45484...

Date:

Name of Shareholder:	Elia Mallia acting as a director for and on behalf of
----------------------	--

	TMF International Pensions Limited aTo Melita International Retirement Scheme Trust obo Malek Meslemani
Signature:	<div>DocuSigned by:</div> <div>Elian Mallia</div> <div>E196551G8ED64DC...</div>
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

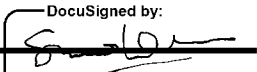
Signature:

Date:

Name of Shareholder: ~~Camelot Financial Capital~~ as a
director for and on behalf of
Camelot Financial Capital
Management LLC

Signature:

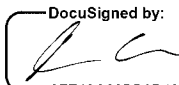
DocuSigned by:



68DD03351AA74EB...

Date:

DocuSigned by:



C7F43C69BB8B438...

ALBERT DE SYMONS

	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:

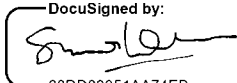
Date:

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

Signature:

Date:

Name of Shareholder: Simon Williams
acting as a director for and on
behalf of Camelot Financial
Capital Management LLC

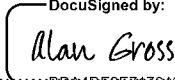
Signature: 
68DD03351AA74EB...

Date:

AZIS-CLAUSON

Signature

Date

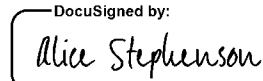
DocuSigned by:

BDA4DE9E717646A...

ALAN JULIUS GROSS

.....

Signature

Date

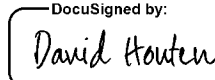
DocuSigned by:

B8E7B6A96B6743A...

ALICE STEPHENSON

.....

Signature

Date

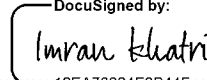
DocuSigned by:

332732134ED3422...

DAVID HOUTEN

.....

Signature

Date

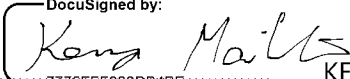
DocuSigned by:

12EA76224E9B44F...

IMRAN KHATRI

.....

Signature

Date

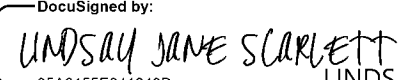
DocuSigned by:

7779FF988DB4BE...

KENYA MATSUMOTO

.....

Signature

Date

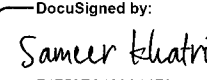
DocuSigned by:

35A6155E841249D...

LINDSAY JANE SCARLETT

.....

Signature

Date

DocuSigned by:

F4F59FC123A14F9...

SAMEER KHATRI

.....

Signature

Date

..... SEAN MELNICK

Signature Date

..... DocuSigned by:
..... JOACHIM GÜNTHER MAUS
..... 49B410A06DCB420..... JOACHIM GÜNTHER MAUS

Signature Date

..... ZAID ALKATIB

Signature Date

..... DocuSigned by:
..... EDWARD BELL
..... BB256AF0E6FE472..... EDWARD BELL

Signature Date

..... DocuSigned by:
..... CHRISTOPHER WILLIAMS
..... 799697557D1D4E8..... CHRISTOPHER WILLIAMS

Signature Date

..... DocuSigned by:
..... SIMON WILLIAMS
..... B8DD03351AA74EB..... SIMON WILLIAMS

Signature Date

..... DocuSigned by:
..... CRAIG DONALDSON
..... A06DEDf26c7455..... CRAIG DONALDSON

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 1 Gossamer Gardens, London, England, E2 9FN.

Post: returning the signed copy by post to Albert De Symons Azis-Clauson at 1 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 Resolutions" 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 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 the date which is 28 days following 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.