

Company Number: 10804708

SATURDAY



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

HAZY LTD

(the "Company")

(Passed on 22 June 2020)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolutions (the "Resolutions") were duly passed in writing on the above date.

ORDINARY RESOLUTION

1. THAT the Directors shall be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to:
 - (a) allot 5,642 C ordinary shares in the Company to Notion Capital III LP (acting by its general partner, Notion Capital III GP LLP, who in turn is acting by its manager, Notion Capital Managers LLP) ("Notion Shares") provided that the aggregate nominal amount of the Notion Shares that may be allotted pursuant to this authority shall be no greater than £5.642;
 - (b) allot 4,832 C ordinary shares in the Company to Microsoft CIHC, Inc. ("Microsoft Shares") provided that the aggregate nominal amount of the Microsoft Shares that may be allotted pursuant to this authority shall be no greater than £4.832; and
 - (c) allot and issue a convertible loan agreement pursuant to the terms of the Future Fund (as administered by the British Business Bank) (the "Convertible Loan Agreement") on or around the date hereof that shall be convertible into shares in the Company and to allot and issue any shares of any class in the capital of the Company that may be required to be allotted and issued by the Company upon any conversion of the Convertible Loan Agreement and/or any related accrued interest (any such shares so allotted and issued on any conversion pursuant to the Convertible Loan Agreement being Conversion Shares) provided that the aggregate nominal amount of new Conversion Shares that may be

allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £109.686.

This authority will expire (save where the Company has revoked it by Ordinary Resolution) on 30 April 2025, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares pursuant to such offer or agreement as if this authority had not expired. For the avoidance of doubt, this authority shall be in substitution for – and not in addition to – any other existing authorities previously granted to the Directors.

SPECIAL RESOLUTION

2. **THAT** the Company's articles of association shall be amended and modified such that:

(a) the definition of "Original Issue Price" shall be deleted in its entirety and shall be replaced with the following:

"Original Issue Price" means the price at which the relevant Share is issued including any premium, except in respect of either:

(a) each Share acquired on the exercise of any option granted pursuant to a Share Option Plan;

(b) each Ordinary Share which has been converted from an A Ordinary Share, B Ordinary Share or C Ordinary Share; or

(c) each Ordinary Share which is to receive any amount pursuant to Article 5(c),

where in each case the Original Issue Price means the nominal value of such share."

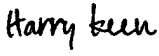
(a) a new article 16.10 shall be included as follows:

"For so long as the Future Fund (as defined in the convertible loan agreement entered into by the Company, the Future Fund (as defined therein) and the Other Lenders (as defined therein) (the "**Convertible Loan Agreement**") holds Shares, the Future Fund shall at any time be entitled to transfer any of its Shares, without restriction as to price or otherwise and free of pre-emption rights howsoever expressed:

16.10.1 to any Associated Government Entities (as defined in the Convertible Loan Agreement); and

16.10.2 to an Institutional Investor (as defined in the Convertible Loan Agreement) that is acquiring the whole or part (being not fewer than 10 companies, including the Company) of the Future Fund's interest in a portfolio of investments which comprise or result from the conversion of unsecured convertible loans substantially on the same terms as the Convertible Loan Agreement, provided that any such transaction(s) is bona fide in all respects."

3. **THAT** subject to the passing of resolution 1, the pre-emption rights contained in Article 14.2 of the Company's articles of association be hereby waived and dis-applied in respect of the allotment of or the grant of rights to subscribe for or convert any securities into shares in the Company up to an aggregate nominal amount of £120.16 prior to 30 April 2025, save that the Company may before the expiry of such date make an offer or agreement which would or might require shares to be allotted after the expiry of such date and the Directors may allot shares in pursuance of such offer or agreement as if this authority had not expired.

DocuSigned by:

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Director