

Company No. 9678874

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

1859 CLOUD LIMITED

(the "**Company**")

February 10th, 2021

(the "**Circulation Date**")

The undersigned, being the required majority of eligible members of the Company as at the date of circulation, hereby irrevocably agree to the following resolutions of the Company, having effect in the case of resolution 1 as an ordinary resolution and, in the case of resolution 6 as a special resolution in accordance with Chapter 2 Part 13 of the Companies Act 2006 (the "Act").

IT IS RESOLVED THAT:

ORDINARY RESOLUTION

This authority **revokes and replaces all unexercised authorities previously granted to** the sole director of the Company

1. In accordance with section 551 of the Act, the director be generally and unconditionally authorised to exercise all powers of the Company to allot:

- 1.1 A Ordinary Shares in the Company up to a maximum amount of £380.0, being 38,000 A Ordinary Shares of £0.01 each; (See point 2.1.1 below)
- 1.2 B Ordinary Shares in the Company up to a maximum amount of £438.64, being 43,864 B Ordinary Shares of £0.01 each; (Replacing all authorised but unallocated 9,294 B Shares + 4570 B Shares for Share Reserve + 40,000 Warrant Reserve, see point 2.1.2 below)
- 1.3 C Ordinary Shares in the Company up to a maximum amount of £500 being 50,000 C Ordinary Shares of £0.01 each; (Replacing all authorised unallocated 40,000 C Shares).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day falling 5 years after the date of this resolution. This authority revokes and replaces all unexercised authorities previously granted to the sole director of the Company, but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

6. The Company adopt new articles of association in substitution for and to the exclusion of, the existing articles of association.


(NB a copy of the new articles of association to be provided separately.)

The undersigned, being the members entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions.

This written approval may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

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

Signed by **Patrick Bauné**

DocuSigned by:

*FC379127B96433...

February 10, 2021

Date:

Signed by **Guillaume Henri Andre Fonkenell**

.....

Date:

Signed by **Antoine Estier**

.....

Date:

Signed by **Caroline Estier**

.....

Date:

Signed for and on behalf of **Fivaro SAS**

.....

Date:

The undersigned, being the members entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions.

This written approval may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

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

Signed by **Patrick Bauné**

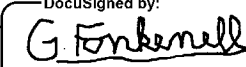
.....

Date:

Signed by **Guillaume Henri Andre Fonkenell**

.....
February 14, 2021

Date:

DocuSigned by:

DF19E0DFFABE4ED...

Signed by **Antoine Estier**

.....

Date:

Signed by **Caroline Estier**

.....

Date:

Signed for and on behalf of **Fivaro SAS**

.....

Date:

The undersigned, being the members entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions.

This written approval may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

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

Signed by **Patrick Bauné**

.....

Date:

Signed by **Guillaume Henri Andre Fonkenell**

.....

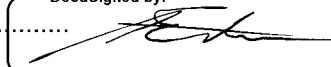
Date:

Signed by **Antoine Estier**

.....

February 15, 2021

Date:

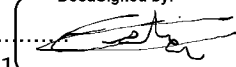
DocuSigned by:

EFA414A06C844A7...

Signed by **Caroline Estier**

.....

February 15, 2021

Date:

DocuSigned by:

206030A72FCF4B4...

Signed for and on behalf of **Fivaro SAS**

.....

Date:

The undersigned, being the members entitled to vote on the Written Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions.

This written approval may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

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

Signed by **Patrick Bauné**

.....

Date:

Signed by **Guillaume Henri Andre Fonkenell**

.....

Date:

Signed by **Antoine Estier**

.....

Date:

Signed by **Caroline Estier**

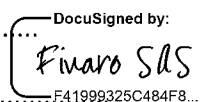
.....

Date:

Signed for and on behalf of **Fivaro SAS**

.....
février 15, 2021

Date:

DocuSigned by:

F41999325C484F8...

Signed by **Ivan Briery**

.....
February 14, 2021

Date:

DocuSigned by:
Ivan Briery
B45B601B802E461...

Signed by **Tom O'Connor**

.....

Date:

Signed for and on behalf of **Tikehau
Venture**

.....

Date:

Signed by **Rodolphe Saussier**

.....

Date:

Signed for and on behalf of **BG Master Fund
ICAV**

.....

Date:

Signed by **Laurent Grandet**

.....

Date:

Signed by **Ivan Briery**

.....

Date:

Signed by **Tom O'Connor**

.....
February 10, 2021
Date:

DocuSigned by:
Tom O'Connor
4927B10BE66F4CB...

Signed for and on behalf of **Tikehau
Venture**

.....

Date:

Signed by **Rodolphe Saussier**

.....

Date:

Signed for and on behalf of **BG Master Fund
ICAV**

.....

Date:

Signed by **Laurent Grandet**

.....

Date:

Signed by **Ivan Briery**

.....

Date:

Signed by **Tom O’Connor**

.....

Date:

Signed for and on behalf of **Tikehau
Venture**

.....

Date:

Signed by **Rodolphe Saussier**

.....
February 16, 2021

DocuSigned by:
Rodolphe Saussier
FDE662F82602403...

Date:

Signed for and on behalf of **BG Master Fund
ICAV**

.....

Date:

Signed by **Laurent Grandet**

.....

Date:

Signed by **Ivan Briery**

.....

Date:

Signed by **Tom O'Connor**

.....

Date:

Signed for and on behalf of **Tikehau
Venture**

.....

Date:

Signed by **Rodolphe Saussier**

.....

Date:

Signed for and on behalf of **BG Master Fund**

ICAV acting through its Investment Manager, Boussard & Gavaudan Investment Management LLP

.....

Date: 11 February 2021

Signed by **Laurent Grandet**

.....

Date:

Signed by **Ivan Briery**

.....

Date:

Signed by **Tom O’Connor**

.....

Date:

Signed for and on behalf of **Tikehau
Venture**

.....

Date:

Signed by **Rodolphe Saussier**

.....

Date:

Signed for and on behalf of **BG Master Fund
ICAV**

.....

Date:

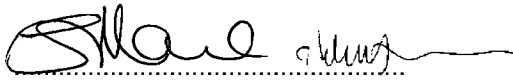
Signed by **Laurent Grandet**

.....
February 15, 2021

Date:

DocuSigned by:
Laurent Grandet
9C915BF0D2DF4BE...

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**



Date: ..22/02/2022.....

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....

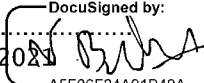
Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....
February 10, 2021 
Date:
DocuSigned by:
A5F06F24A91B49A...

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....

Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....
February 22, 2021

Date:

DocuSigned by:
Olivier Thorel
E3ABE75F1B65412...

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....

Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....
February 12, 2021

Date:
DocuSigned by:
Guillaume Amblard
775403539CAB416...

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....

Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

février 14, 2021

Date:

DocuSigned by:
Mme Françoise & Mr Servan Le Guern
B540B4ACCF0F48F...

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....

Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

February 11, 2021

Date:

DocuSigned by:
Andrew Sharkey
6FE05FCCF6C04C7...

Signed by **Alexandre Mouradian**

.....

Date:

Signed for and on behalf of **Dominion Pension Plan Trustees (Jersey) Limited**

.....

Date:

Signed by **Nicolas Beckmann**

.....

Date:

Signed by **Olivier Thorel**

.....

Date:

Signed by **Guillaume Amblard**

.....

Date:

Signed by **Servan Le Guern (joint shareholder Françoise Le Guern)**

.....

Date:

Signed by **Andrew Sharkey**

.....

Date:

Signed by **Alexandre Mouradian**

.....
February 11, 2021

Date:
DocuSigned by:

2210CB5AFAA0456...

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 the Company's registered office for the attention of Patrick Bauné.
 - **By E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to pbaune@1859cloud.com. Please enter "Written resolution of 1859 Cloud Limited" in the email subject box.
 - **By DocuSign:** by signing via DocuSign (electronic signature).

You may not indicate your agreement to the Resolutions by any other method.

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. 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.
4. 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.