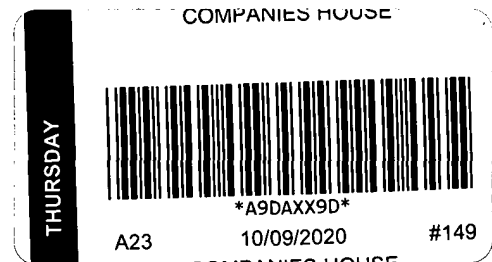


Company Number: 11085480

Dated: 2nd Sep 2020

The Companies Act 2006

Company Limited by Shares



Written Resolution of the members of HEADLIGHT AI LIMITED (the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 2nd Sep 2020 (the "**Circulation Date**").

Special resolution

- 1) THAT the Company EMI Share Plan and the Company Unapproved Options Plan, copies of the rules for which are attached to this written resolution, be approved, and the Directors be authorised to do all acts and things necessary to establish the Plans;
- 2) In accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary 1p shares in the Company up to an aggregate nominal amount of £10.00 (1,000 shares of £0.01 nominal value each) under and in accordance with the Plans; and
- 3) In accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred above, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £10.00 (1,000 Ordinary 1p shares of £0.01 nominal value each); and
- 4) That any statutory pre-emption rights associated with the allotment of securities pursuant to the authority conferred above should be waived by all Shareholders.



Please read the notes set out below before signing or taking any action on these resolutions

Agreement of members

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

DocuSigned by:
Jameel Marafie..... → Jameel Marafie
CC9C87F5212347D...

DocuSigned by:
Puneet Chhabra..... → Puneet Chhabra
98741C9D6E2A4B1...

..... → Entrepreneur First Gp Limited

DocuSigned by:
Nirmal Gupta..... → Nirmal Gupta
F9D9F9FBAF3846C...

..... → Entrepreneur First Next Stage LP

..... → First Derivatives I Limited

Notes

- 1) If you agree with the Resolutions, please sign this document above alongside your name or the name of the person on whose behalf you are authorised to act.
- 2) Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.
- 3) 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 or authority to help@vestd.com.

