

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**Pod Point Holding Limited (Company)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the resolution numbered 1 below was passed as an ordinary resolution of the members of the Company and the resolution numbered 2 below was passed as special resolution of the members of the Company on 19 December 2016.

**1 ORDINARY RESOLUTION**

THAT:

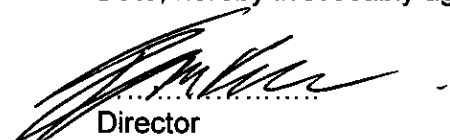
in accordance with section 551 of the 2006 Act, the board of directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company as follows up to an aggregate nominal amount of £1070.00 comprising up to 10,700,000 Ordinary Shares of £0.0001 each PROVIDED THAT this authority shall, unless renewed, varied or revoked by the Company, expire on 30 April 2017. This authority does not replace, and is supplemental to, any existing authority in existence prior to the date of this resolution.

**2 SPECIAL RESOLUTION**

THAT:

subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment and this power shall expire on 30 April 2017 PROVIDED THAT this authority does not replace, and is supplemental to, any existing authority in existence prior to the date of this resolution.

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

  
Director

SATURDAY



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22/04/2017

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COMPANIES HOUSE