

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

Pod Point Holding Limited (Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the following resolution was passed as special resolution of the members of the Company on 29 March 2017.

SPECIAL RESOLUTION

THAT the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by article 7.1 of articles of association of the Company (**Articles**), as if the pre-emption rights in Articles 7.3 to 7.5 of the Articles (inclusive) 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 value of £2,140 A Ordinary Shares and £1,300 Ordinary Shares; and
- expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.


.....
Director

