

Company number: 764 7786

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES WRITTEN RESOLUTION**  
**- of -**  
**POWERED NOW LIMITED (the "Company")**  
**11th September 2018 (the "Circulation Date")**

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution(s)**").

**SPECIAL RESOLUTION**

THAT the following transfers be approved without the need to comply with the pre-emption procedure in Article 13 of the Articles or any statutory or other pre-emption procedure and in the event of any party failing to complete the board having discretion to vary these transfers:-

<u>Transferor</u>	<u>Transferee</u>	<u>No &amp; Class of Share</u>	<u>Consideration</u>
Alexis Rog	Heiko Schickel	33,319 A Shares	£3,979.77
Ian Tansley	Stephan Apel	16,576 A Shares	£1,980.00
Alexis Rog	Paul Smith	19,176 A Shares	£2,290.57
Ian Tansley	Stephen Barber	6,038 A Share	£721.22
Alexis Rog	Conduit Mead Ventures Ltd	9,447 A Shares	£1,128.46
Ian Tansley	Conduit Mead Ventures Ltd	24,182 A Shares	£2,888.47
Ian Tansley	Julian Cater	33,386 A Shares	£3,987.72
Alexis Rog	Duncan Greenland	16,585 A Shares	£1,981.09
Ian Tansley	Richard Fraser	3,538 A Shares	£422.60
Alexis Rog	Zoltan Magyar	5,191 A Shares	£620.09

**AGREEMENT**

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

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed: .....

Name (Capitals): .....

Date: .....

FRIDAY



LD4 \*L7FWCCNS\* 05/10/2018 #12  
COMPANIES HOUSE

**NOTES**

- 1 You can choose to agree to all of the Resolution(s) or none of them but you cannot agree to only some of the Resolution(s). If you agree to all of the Resolution(s), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolution(s), you do not need to do anything. You will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution(s), you may not revoke your agreement
- 4 Unless, by 28 days from the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution(s) to be passed, it will lapse. If you agree to the Resolution(s), please ensure that your agreement reaches us on or before this date
- 5 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