

Company Number: 08430008

**THE COMPANIES ACT 2006**  

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION OF THE MEMBERS**

of

**WHAT3WORDS LIMITED**

(the "Company")

**Passed on 7<sup>th</sup> January 2020**

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolution (the "**Resolution**") was duly passed in writing on the above date.

**ORDINARY RESOLUTION**

**THAT** the Directors shall be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot C Preferred Shares with the rights set out in the articles of association of the company (the "**Relevant Securities**") to any person at any times and subject to any terms and conditions as the Directors think proper, provided that (i) this authority shall be limited to an aggregate nominal amount up to £28,744.77 (ii) this authority will expire (save where the Company has revoked it by Ordinary Resolution) on 17 December 2024, but the Company may before this authority expires make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities pursuant to such offer or agreement as if this authority had not expired. This authority shall be in addition to the existing authority to previously granted to the Directors authorising the allotment of up to an aggregate nominal amount of £376,682.94 of which an aggregate nominal amount of up to £9,381.06 remains to be allotted.

SIGNED by for and on behalf of  
**WHAT3WORDS LIMITED**

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