

**Company no. 08752427**

**Private company limited by shares**  
**Written resolutions**  
**of**  
**Global Retail Technology Limited**

Passed on 15 October 2018

The following resolutions were duly passed as an ordinary resolution and as a special resolution by way of written resolution of the Company's members under Chapter 2 of Part 13 of the Companies Act 2006 proposed by the directors of Global Retail Technology Limited (the "Company"):

**Ordinary Resolution:**

1. **That**, subject to the passing of resolution 2, in accordance with Section 551, Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot, grant rights to subscribe for, or to convert securities into, shares in the Company up to an aggregate nominal amount of £3,111.80 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allocated and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 or otherwise.

**Special Resolution:**

2. **That**, subject to the passing of resolution 2, the directors be empowered to allot, grant rights to subscribe for, or to convert securities into, shares pursuant to authority conferred by resolution 1 as if any pre-emption rights on allotment arising under section 561(1) of the Companies Act 2006 or otherwise did not apply to such allotment or grant.

Signed: *SL Bruinsma*

Director

Global Retail Technology Limited

