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Company number: 09638976

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

ODDBOX DELIVERY LTD (the "Company")

29 July 2021 (the "Circulation Date")

On 29 July 2021, the following resolutions were passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") as ordinary resolutions or as special resolutions (as indicated) (each a "Resolution" and together the "Resolutions").

ORDINARY RESOLUTIONS

1. THAT, subject to and simultaneous with the completion of the transfer of 2,178 ordinary shares of £0.001 each in the capital of the Company (the "First Tranche Sale Shares") pursuant to a secondary sale and purchase agreement entered into on or about the date of these Resolutions, the First Tranche Sale Shares be converted into and re-designated as 1,960 A1 ordinary shares of £0.001 each in the capital of the Company and 218 A2 ordinary shares of £0.001 each in the capital of the Company, having the rights and being subject to the restrictions set out in articles of association of the Company (as amended from time to time).
2. THAT, subject to and simultaneous with the completion of the transfer of 2,177 ordinary shares of £0.001 each in the capital of the Company (the "Second Tranche Sale Shares") pursuant to one or more secondary sale and purchase agreements which may be entered into after the date of these Resolutions but prior to 30 September 2021, the Second Tranche Sale Shares be converted into and re-designated as 1,959 A1 ordinary shares of £0.001 each in the capital of the Company and 218 A2 ordinary shares of £0.001 each in the capital of the Company, having the rights and being subject to the restrictions set out in articles of association of the Company (as amended from time to time).
3. THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £37.75 provided that:

- (a) the authority granted under this resolution shall expire five years after the

passing of this resolution; and

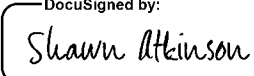
- (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all existing authorities, to the extent unused.

SPECIAL RESOLUTIONS

4. THAT the articles of association in the form attached to these Resolutions (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company.
5. THAT subject to the passing of Resolution 3, any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the articles of association of the Company from time to time or the Act) shall not apply to the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them pursuant to resolution 3 above.

Certified correct by a Director for and on behalf of OHS Secretaries Limited:

DocuSigned by:

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Secretary of Oddbox Delivery Ltd.