### The Companies Act 2006

### Private company limited by shares

Written resolutions

of

**Dropless Ltd** 

Company no. 11018311

(the "Company")



18th March 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Company propose that the resolutions 1 and 2 below are passed as special resolutions of the Company (the "Special Resolutions") and that resolution 3 below is passed as an ordinary resolution of the Company (the "Ordinary Resolution" and, together with the Special Resolutions, the "Resolutions"):

# Special Resolutions:

- 1. **THAT,** the draft articles of association attached in the Appendix to these Resolutions (the "New Articles") be and are adopted in substitution for and to the exclusion of the existing articles of association of the Company.
- 2. THAT, the directors of the Company be and they are empowered to allot, or to grant rights to subscribe for, or to convert any security into, shares in the capital of the Company from time to time pursuant to resolution 3 below as if all and any rights of pre-emption howsoever arising (including, but not limited to any rights of pre-emption arising under statute or contained in article 3.1 of the existing articles of association of the Company or article 3.1 of the New Articles) did not apply to any such allotment.

# **Ordinary Resolution:**

3. **THAT,** subject to Resolution 1 being duly passed, the directors of the Company be and they are authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £46.19. This authority shall expire on the date 5 years after the passing of these Resolutions unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

## Important:

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Maily-
Signed:
Mike Grundy Mike Grindy
03/26/2020 03/25/2020 CD
<i>A</i>
Signed:
Christian Duncan
03 / 23 / 2020 Date:
Signed:
Signed:
Simon Murdoch
03 / 23 / 2020 Date:
Sarupa Lane Signed:
Sarupa Lane Sarupa Lane
Sarupa Lane 03 / 23 / 2020
Sarupa Lane
Sarupa Lane 03 / 23 / 2020 Date:
Sarupa Lane 03 / 23 / 2020
Sarupa Lane 03 / 23 / 2020 Date:
Sarupa Lane
Sarupa Lane  03 / 23 / 2020  Date:  Signed:  Nikolai Petchenikov
Sarupa Lane  03 / 23 / 2020  Date:  Signed:  Nikolai Petchenikov
Sarupa Lane  03 / 23 / 2020  Date:  Signed:  Nikolai Petchenikov  Date:  03 / 23 / 2020

### **Notes**

- If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand or by post (by delivering the signed copy to the Company at Unit 4b, Union Court, 20-22 Union Road, London, United Kingdom, SW4 6JP marked for the attention of Christian Duncan).
  - By email (by attaching a scanned copy of the signed document to an email and sending it to Christian Duncan at <a href="mailto:christian@dropless.co.uk">christian@dropless.co.uk</a>) with "Dropless - Written Resolutions" in the subject line).
- 2. The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on any of the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
- 3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 4. 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.