

Company Number: 11973527

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NATURECAN LTD
(Company)

Circulated on.....9 January 2020..... ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as an ordinary resolution and a special resolution (together the "Resolutions").

ORDINARY RESOLUTION:

1. **THAT**, the 100 ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 800,000 ordinary shares of £0.000125 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. **THAT**, in accordance with section 551 of the Act the directors of the Company be generally and unconditionally authorised to allot 523,500 ordinary shares of £0.000125 each in the capital of the Company up to an aggregate nominal amount of £65.44 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date that this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require the shares to be allotted and the Directors may allot the shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors.

SPECIAL RESOLUTIONS:

1. **THAT**, in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £65.44 and expire 5 years from the date of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in

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pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

2. **THAT** the Articles of Association in the form attached hereto (New Articles) be adopted in substitution for and to the exclusion of the existing Articles of Association.

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed by

Andrew Duckworth

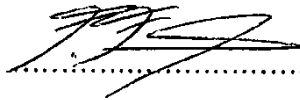
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Date:

.....9/1/20.....

Signed by

Paul Finnegan

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Date:

.....9/1/20.....

NOTES

1. 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.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.