

Company number: 12577887

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

BEZERO CARBON LTD (the "Company")

8 February 2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose the resolutions below be passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. That 645,000 issued ordinary shares of £0.000001 each in the capital of the Company held by Thomas Dafydd Powell be re-classified as 645,000 deferred shares of £0.000001 each, such deferred shares having the rights and being subject to the restrictions set out in the articles of association of the Company.
2. That 105,000 issues ordinary shares of £0.000001 each in the capital of the Company held by Thomas Dafydd Powell shall vest fully and that the provisions of Articles 11.7, 12.1 12.2 and 12.4 shall not apply to them.

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:



Name:

RONAN CARR (PRINT NAME)

Date:

8-2-2021

NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company using one of the following methods:

(a) **by Docusign**; or

(b) **by email**: by attaching a scanned copy of the signed document to an email and sending it to Harry Ricketts: tommy@bezercarbon.co . Please enter "Written resolution" in the email subject box.

If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
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.

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Name:

RONAN CARR (PRINT NAME)

Date:

8-2-2021

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PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

BEZERO CARBON LTD (the "Company")

8.2.2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose the resolutions below be passed as special resolutions (the "Resolutions").

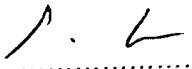
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Signed: 

Name: SEB CROSS (PRINT NAME) Date:

08.02.2021

(ii) **WRITTEN RESOLUTIONS**

Company number: 12577887

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

BEZERO CARBON LTD (the "Company")

..... 7th February 2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose the resolutions below be passed as special resolutions (the "Resolutions").

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Signed:

Name:

HARRY TUNNY RICKETS (PRINT NAME)

Date:

7/2/21

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