

Company number: 07647786

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

POWERED NOW LIMITED

(the "Company")

FRIDAY



6th December 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions in the case of the resolution numbered 1 as an Ordinary Resolution and in the case of the resolution numbered 2 as a Special Resolution (the "**Resolutions**"):

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised for all purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), the Company's articles of association (the "**Articles**") and the shareholders' agreement relating to the Company entered into in or around August 2014 (the "**Agreement**"), to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any securities into, shares in the Company up to an aggregate nominal amount of £42.18308 allocated as follows:
 - a. up to 1,234,973 A Ordinary Shares of £0.00001 (the "**A Ordinary Shares**") pursuant to the Share Option Plan (as defined in the Agreement) on such terms as the directors of the Company may determine, this authority replacing the previous equivalent authority related to the Share Option Plan and merely extends this authority for five years from the date of this resolution;
 - b. up to 2,983,335 A Ordinary Shares to any existing holder of A Ordinary Shares for a total aggregate sum of up to £600,000, with a subscription price of not less than £0.2011171859 per share.

Authority for clause 1b is in addition to any existing authority to allot shares or grant rights in accordance with section 551 of the 2006 Act and authority for clauses 1a and 1b shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may before that expiry make offers or agreements which would or might require relevant securities to be allotted after that expiry.

SPECIAL RESOLUTION

2. **THAT** the directors are authorised for all purposes pursuant to the Articles and/or the Agreement and/or section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 above as if article 10.3 of the Articles and/or section 561(1) of the 2006 Act or the Agreement did not apply to such allotment.

This authority is in addition to any existing authority in accordance with the Articles and/or section 570 of the 2006 Act and shall expire on the fifth anniversary of the date of the passing of this resolution, save that the Company may before that expiry make offers or agreements which would or might require equity securities to be allotted after that expiry.

AGREEMENT

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

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being eligible members of the Company who would have been entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions, in the case of the resolution numbered 1 as an Ordinary Resolution and in the case of the resolution numbered 2 as a Special Resolution:

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Peter Hargreaves

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Date of signature

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Nicholas White

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Christopher Barling

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Kay Barling

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Benjamin Dyer

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Zoltan Magyar

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Alan Johnson

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Laura Anthony

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Andrew Veitch

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Andrew Gray

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Christopher Green

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Heiko Schickel

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Paul Smith

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Stephen Barber

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Vincent Smyth

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Gregor Hamme

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William Anthony

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Paul Adlam

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Cathryn Dawes

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Malcolm Marshall

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Madeline Paterson

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For and on behalf of The Conduit Mead
Company Limited

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Matt Bird

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Julian Cater

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Paul Taylor

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Daniel Clarke

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Duncan Greenland

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James Vaudoyer

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Rosemary Ades

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Liz Aitken

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Richard Fraser

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Allen Swift

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Paul Wood

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Paul Nokes

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Tracey Pilling

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Stephan Apel

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Date of signature

NOTES

1. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of the Resolutions. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by no later than 5pm on the date 28 days after the Circulation Date as stated above.
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, by 28 days from 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.
5. The Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for an Ordinary Resolution is eligible members representing a simple majority of the total voting rights of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible 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.