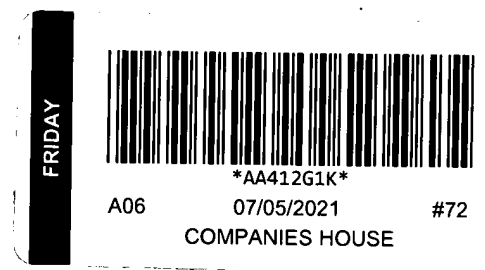


Company Number: 08430008



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBERS

of

WHAT3WORDS LIMITED

(the "Company")

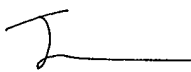
Passed on 26th April 2021

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolution (the "**Resolution**") is proposed by the directors as an ordinary resolution. The Resolution is first circulated to the members of the Company on 16th April 2021 (the "**Circulation Date**").

ORDINARY RESOLUTION

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to grant rights to convert securities into shares in the Company pursuant to the convertible loan notes issued by the Company (the "**Convertible Loan Notes**") pursuant to which loan notes and any related accrued interest shall be convertible into shares in the Company, and to allot and issue any shares of any class in the capital of the Company that may be required to be allotted and issued by the Company upon any conversion of the Convertible Loan Notes and/or any related accrued interest (any such shares so allotted and issued on the conversion of the Convertible Loan Notes being "**Conversion Shares**") provided that the aggregate nominal amount of new Conversion Shares that may be allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £180,539.26. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the fifth anniversary of the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired. This authority shall be in addition to any existing authority conferred by resolution of the Company prior to the date of this resolution.

SIGNED by for and on behalf of
WHAT3WORDS LIMITED


).....



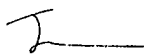
REFERENCE NUMBER

9D2E0F21-ADAF-4017-AA9C-B47D4449B98F

SIGNATURE
CERTIFICATE

TRANSACTION DETAILS	DOCUMENT DETAILS
Reference Number 9D2E0F21-ADAF-4017-AA9C-B47D4449B98F	Document Name Shareholder Resolution April 2021 Directors Print
Transaction Type Signature Request	Filename shareholder_resolution_april_2021_directors_print.docx
Sent At 04/26/2021 07:14 EDT	Pages 1 page
Executed At 04/26/2021 07:14 EDT	Content Type application/vnd.openxmlformats-officedocument.wordprocessingml.document
Identity Method email	File Size 32.8 KB
Distribution Method email	Original Checksum ad99d41a4f70be7869d54dfa9333b45246aef07233e71b424b68f802dd5088e6a
Signed Checksum ac960325992aefb3a130f76ed62e2cdc3b35324e71a7a77467e320049af62bedb	
Signer Sequencing Disabled	
Document Passcode Disabled	

SIGNERS

SIGNER	E-SIGNATURE	EVENTS
Name Jack Waley-Cohen	Status signed	Viewed At 04/26/2021 07:14 EDT
Email jack@what3words.com	Multi-factor Digital Fingerprint Checksum 6228dde20838c3075cae2f154bec59b66d246665f5f7487dcaaa7ef5c4aca67c7	Identity Authenticated At 04/26/2021 07:14 EDT
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	Signature Biometric Count 77	

AUDITS

TIMESTAMP	AUDIT
04/26/2021 07:14 EDT	Jack Waley-Cohen (jack@what3words.com) created document 'shareholder_resolution_april_2021_directors_print.docx' on Chrome via Windows from 86.177.111.228.
04/26/2021 07:14 EDT	Jack Waley-Cohen (jack@what3words.com) was emailed a reminder.
04/26/2021 07:14 EDT	Jack Waley-Cohen (jack@what3words.com) viewed the document on Chrome via Windows from 86.177.111.228.
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