

Company Number: 08430008

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTION OF THE MEMBERS

of

WHAT3WORDS LIMITED

(the "Company")

Passed on 24th July 2020

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, as indicated below. The Resolution is first circulated to the members of the Company on 20 July 2020 (the "**Circulation Date**").

Capitalised terms not otherwise defined in this Resolution have the meanings given to them in the articles of association of the Company.

ORDINARY RESOLUTION

THAT the Directors shall be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot Ordinary Shares or C Preferred Shares with the rights set out in the articles of association of the company (the "**Relevant Securities**") to any person at any times and subject to any terms and conditions as the Directors think proper, provided that (i) this authority shall be limited to an aggregate nominal amount up to £25,903.05 provided that the Company has not in the four months preceding the passing of this resolution allotted C Preferred Shares under a pre-existing authority. If the Company has, pursuant to a pre-existing authority, allotted C Preferred Shares at any time in the four months preceding the passing of this resolution, then this authority shall be limited to an aggregate nominal amount up to £23,024.95; (ii) this authority will expire (save where the Company has revoked it by ordinary resolution) on 19 July 2025, but the Company may before this authority expires make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities pursuant to such offer or agreement as if this authority had not expired. This authority shall replace, and for the avoidance of doubt will not be in addition to, the existing authority previously granted to the Directors authorising the allotment and issue of only Series C1 Preferred Shares up to

an aggregate nominal amount of £28,744.77 of which an aggregate nominal amount of £25,903.05 has not been allotted.

SIGNED by for and on behalf of
WHAT3WORDS LIMITED

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