

COMPANY NUMBER: 10602161

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

OF

SPILL APP LTD (THE "COMPANY")

On 28 January 2022, the following resolutions were passed by the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as an ordinary resolution or as a special resolutions (as indicated) (the "**Resolutions**", and each a "**Resolution**").

ORDINARY RESOLUTIONS

1.	<p>THAT, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to, at any time during the period of five years after the date of these Resolutions, exercise all the powers of the Company to enter into advance subscription agreements (the "Advance Subscription Agreements") and to accept subscriptions of a principal amount of up to £2,000,000.00 that may be converted into shares in the Company pursuant to the terms of the Advance Subscription Agreements 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 any of the subscriptions made under Advance Subscription Agreements (even if such allotment and issue shall occur after the date falling five years after the date of these Resolutions provided that the subscriptions concerned have been made to the Company within that five year period) provided that the maximum aggregate nominal amount of any shares that may be so allotted and issued pursuant to this authority shall be limited to shares with an aggregate nominal value of £0.25.</p> <p>The authority conferred by this Resolution shall be in addition to (and not in place of) any existing authorities to allot shares conferred on the directors of the Company which shall remain in full force and effect.</p>
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SPECIAL RESOLUTIONS

2.	<p>THAT, subject to the passing of Resolution 1 above, any and all pre-emption rights to which the shareholders of the Company may be entitled howsoever arising (including but not limited to under the Company's articles of association from time to time, the Act or otherwise) in respect of the allotment and issue of shares and/or grant of rights to subscribe for or to convert any security into shares made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disapplied.</p>
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Certified correct by:

Calvin Benton.....

Director of **Spill App Ltd**