

Company number 14171122

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

UPCYCLED PLANT POWER (UPP) LTD (Company)

Circulation Date: 11 November 2022

Set out below are the Resolutions which the sole director is proposing as special resolutions.


RESOLUTIONS

1. That the draft articles of association attached to this Written Resolution be and are hereby adopted by the Company in substitution for, and to the exclusion of, its existing articles of association (Articles).
2. That the Directors be and they are hereby generally and unconditionally empowered, pursuant to section 570 of the Companies Act 2006 (the Act) and notwithstanding any contrary provision contained in the Articles, to allot or make offers and agreements to allot up to 65,167 preferred ordinary shares of £0.00001 each (Preferred Shares) wholly for cash up to the maximum aggregate nominal amount of £0.65167 and the pre-emption provisions of section 561(1) of the Act and/or articles 15.5 to 15.8 of the Articles shall not apply to such allotment provided that such power is limited to the allotment of Preferred Shares pursuant to the authority conferred by articles 15.2 and 15.3 of the Articles and provided always that such power expires on the fifth anniversary of the date upon which the resolution is passed, save that the Company may make any offer or agreement before the expiry of the relevant authority has expired and the Directors may allot Preferred Shares in pursuance of any such offer or agreement as if that authority had not expired.

AGREEMENT

The undersigned, being the persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed: _____

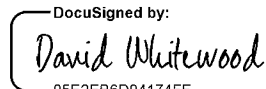
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Name: James Brown

For and on behalf of: Pollybell Farms Limited

Dated: 11 November 2022

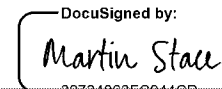
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Name: David Whitewood

Dated: 11 November 2022

Signed: _____

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Name: Martin Stace

Dated: 11 November 2022