

THE COMPANIES ACTS 1985 to 2006

WRITTEN RESOLUTION OF

CENTIGRADE INTERNATIONAL LIMITED (the "Company")

Registered number: 05413537

We, the undersigned, being persons who at the circulation date of this resolution have the right to attend and vote at a general meeting of the Company, irrevocably agree to the following resolutions of the Company, having effect as ordinary and special resolutions, in accordance with Chapter 2 Part 13 of the Companies Act 2006:

ORDINARY RESOLUTION

THAT

In accordance with section 551 of the Companies Act 2006 the board of directors of the Company (the "directors") be generally and unconditionally authorised to allot Ordinary Shares in the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date of this resolution.

SPECIAL RESOLUTION

THAT

The provisions of S561 of the Companies Act 2006 shall not apply to the issue of the shares in the ordinary resolution (1) above provided that such allotment take place within one month of the date of this resolution

Please read the notes set out below before signing or taking any action on these resolutions

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Resolution on the circulation date, irrevocably agree to the Resolution:

SIGNED BY:

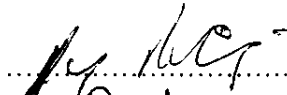
Nicholas Matthews




Julie Barnard



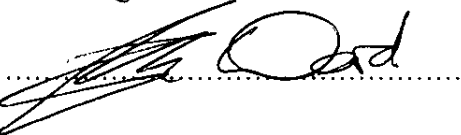
Barry Reading



Martin Lilly



The David Sterling Trust



The circulation date: 1 Jan 2020

TUESDAY



A19 *A8X511U1*

21/01/2020

#298

COMPANIES HOUSE

NOTES

1. If you agree with the Resolution, please:
 - 1.1 sign this document above alongside your name
 - 1.2 Return the signed document post in the stamped, addressed envelope provided.
2. Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received from the shareholders holding 75% of the shares (signed on behalf of above) for the Resolution to pass, it will lapse.