

Company number: 07647786

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

POWERED NOW LIMITED

(the "Company")

6th November 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolutions in the case of the resolution numbered 1 as an Ordinary Resolution and in the case of the resolution numbered 2 as a Special Resolution (the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised for all purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), the Company's articles of association (the "**Articles**") and the shareholders' agreement relating to the Company entered into in or around August 2014 (the "**Agreement**"), to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any securities into, shares in the Company up to an aggregate nominal amount of £156.65537 allocated as follows:
 - a. up to 3,234,973 A Ordinary Shares of £0.00001 (the "**A Ordinary Shares**") pursuant to the Share Option Plans (as defined in the Agreement) on such terms as the directors of the Company may determine, this authority replacing the previous equivalent authority related to the Share Option Plan and merely extends this authority for five years from the date of this resolution;
 - b. up to 12,430,564 A Ordinary Shares to any existing holder of A Ordinary Shares for a total aggregate sum of up to £2,500,000, with a subscription price of not less than £0.2011171859 per share.

Authority for clause 1b is in addition to any existing authority to allot shares or grant rights in accordance with section 551 of the 2006 Act and authority for clauses 1a and 1b shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may before that expiry make offers or agreements which would or might require relevant securities to be allotted after that expiry.

SPECIAL RESOLUTION

2. **THAT** the directors are authorised for all purposes pursuant to the Articles and/or the Agreement and/or section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 above



as if article 10.3 of the Articles and/or section 561(1) of the 2006 Act or the Agreement did not apply to such allotment.

This authority is in addition to any existing authority in accordance with the Articles and/or section 570 of the 2006 Act and shall expire on the fifth anniversary of the date of the passing of this resolution, save that the Company may before that expiry make offers or agreements which would or might require equity securities to be allotted after that expiry.