

Company number: 10444564

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PHYTOPONICS LIMITED (the Company)

CIRCULATION DATE: 3rd August 2017

DATE PASSED: 10th November 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**the Act**), the directors of the Company propose that the resolution below be passed as a special resolution (**Special Resolution**).

SPECIAL RESOLUTION

THAT the articles of association of the Company (**the Articles**) be altered and amended as set out in the Schedule to this Written Resolution

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, persons entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution:

Name

Signature

Date

Adam Dixon

[Signature]

10/11/17

Luke Parkin

[Signature]

10/11/17

Richard Perks

[Signature]

31/10/17

Startupbootcamp FoodTech
S.R.L

FRIDAY



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24/11/2017

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COMPANIES HOUSE

NOTES

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the registered office of the Company.
- 2 If you do not agree to the Special Resolution, you need not do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
- 4 Unless by a date falling 28 days after the circulation date sufficient agreement has been received for the Special Resolution to be passed, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

SCHEDULE

AMENDMENTS TO THE ARTICLES

The Articles shall be amended or altered as follows:-

- 1 By including an additional article 32 4 to article 32 to read as follows.-

32 4 *If the Departing Employee fails to do anything to implement and execute the documents required to effect the Compulsory Employee Buyback then the Chairman for the time being of the Company or, failing him, ~~one of the directors, or some other person~~ duly nominated by a resolution of the Board for that purpose, shall forthwith be deemed to be the duly appointed attorney and agent of the Departing Employee with full power to execute, complete and deliver in the name and on behalf of the Departing Employee any documents required to effect the transfer of the relevant Shares to the Company (or one of the other Shareholders, as the case may be).*

Companies Act 2006

Special Resolution

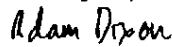
Company Number: 10444564

Company Name: Phytoponics Limited

On the date of 10th November 2017 the following special resolution was agreed and passed by the members:

- Adam Dixon
- Luke Parkin
- Startupbootcamp FoodTech S.R.L

Signed:

DocuSigned by

10444564564

Adam Dixon