

COMPANIES ACT 2006
WRITTEN RESOLUTION

Company number: 10444564

Company name: PHYTOPONICS LIMITED

On the 21st February 2018 the following written resolution was agreed and passed by the members:

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

Signed:

Adam Dixon
[Signature]

TUESDAY



A13 *A71MOPD4* #78
13/03/2018
COMPANIES HOUSE

Company No: 10444564

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

PHYTOPONICS LIMITED (THE COMPANY)

CIRCULATION DATE: 16/02/18

DATE RESOLUTION PASSED: 21/02/18

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

1 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006), as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £100; and
- 1.2 expire on the date falling five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date and hereby irrevocably agree to the Resolution.



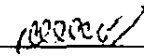
COMPANIES HOUSE

AW
LP

Name

Signature

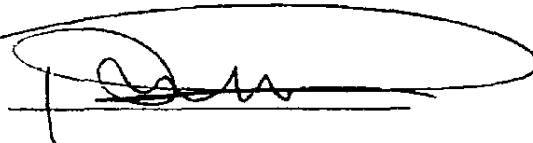
Adam Dixon

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Luke Parkin

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**Startupbootcamp
FoodTech S.R.L**

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AD
LP

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to the Company's registered office.
 - 1.2 **Post:** returning the signed copy by post to the Company's registered office.
- 2 If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 4 Unless, by the date falling 28 clear days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.

AW
LP