

Company number: 10444564

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PHYTOPONICS LIMITED (the Company)

CIRCULATION DATE: 21 September 2018

DATE PASSED: 21 September 2018

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and that resolution 2 is passed as a special resolution (together the **Resolutions** and each a **Resolution**).

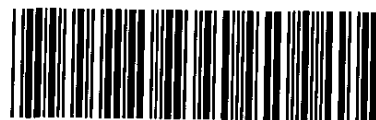
ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with section 618 of the Companies Act 2006 the 764 ordinary shares of £1.00 each in the issued share capital of the Company (**Ordinary Shares**) be sub-divided into 76,400 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing Ordinary Shares as set out in the Company's articles of association for the time being (**Existing Articles**);

SPECIAL RESOLUTION

- 2 **THAT**, the directors be generally empowered to allot Ordinary Shares as if the pre-emption rights contained in the Existing Articles, or such similar rights restricting the allotment and issue of shares that might exist from time to time on any account whatsoever, do not apply, provided that this power shall:
- 2.1 be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £151.82; and
- 2.2 expire on the date falling five years from the date these Resolutions are 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 securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

TUESDAY



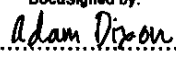
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COMPANIES HOUSE

AGREEMENT


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

The undersigned, being the persons entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:


Signed by **ADAM DIXON:**

DocuSigned by:

E8869D5DB08943B...
Adam Dixon

Signed by **LUKE PARKIN:**

DocuSigned by:

EB4A5A7CD04B458...
Luke Parkin

Signed by **DAVID KREMER**

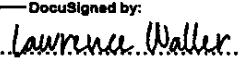
DocuSigned by:

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David Kremer

Signed by **STEPHEN PLATTS**

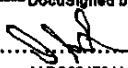
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Stephen Platts

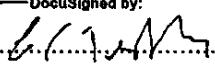
Signed by **LAWRENCE WALLER**

DocuSigned by:

44D898F7C35CA72...
Lawrence Waller

Signed by **JOHN STEWART**

DocuSigned by:

4ADC834724A9401...
John Stewart

Signed by **GRAEME JEFFERY**

DocuSigned by:

A43045533B34487...
Graeme Jeffery

Signed for and on behalf of
STARTUPBOOTCAMP FOODTECH S.R.L

.....
Authorised signatory

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company by hand or by post to the Company's registered office (or to such other address as is notified to you).
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4 Unless within 10 days of the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.