

Company number: 10444564

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

PHYTOPONICS LIMITED (the Company)

DATE PASSED: 24th OCTOBER 2019

FRIDAY



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A13

08/11/2019

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COMPANIES HOUSE

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

SPECIAL RESOLUTION

THAT the directors of the Company be and are hereby authorised to allot and issue up to 21,447 ordinary shares of £0.01 each in the capital of the Company (**Shares**) as if article 12 of the Company's articles of association and (in accordance with section 569 of the Act) section 561 of the Act did not apply to such allotment and issue and any and all rights of pre-emption which the shareholders of the Company may have in relation to the Shares shall be disregarded for the purposes of and shall not apply to the allotment and issue of the Shares provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this Resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require such Shares to be allotted and the directors may allot such Shares in pursuant of such offer or agreement notwithstanding that the authority 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, a person entitled to vote on the above resolution, hereby irrevocably agrees to the Resolution:

DocuSigned by:
Adam Dixon
E8669D5DB069438
Adam Dixon

DocuSigned by:
Luke Parkin
EB4A5A7CD04B456...
Luke Parkin

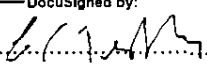
DocuSigned by:
David Kremer
ACE80DF5613AB42D
David Kremer

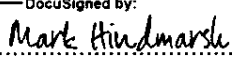
DocuSigned by:
J S Platts
432B315DE08F408
Stephen Platts

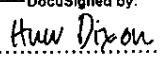
.....
Lawrence Waller

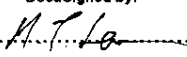
DocuSigned by:


4ADC634724A9401
John Stewart

DocuSigned by:

A43045533634497
Graeme Jeffrey

DocuSigned by:

29020360A813431
Mark Hindmarsh
On behalf of **Smart Anchor Capital LLP**

DocuSigned by:

89DDDBFB0C4C45E
Huw Dixon

DocuSigned by:

77E487529E50406
Melissa Lawton

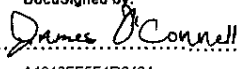
DocuSigned by:

1CD0DE73FA58430
Anuj Prabhu-Desai

DocuSigned by:

6DE8F5EEC6AF497
Aarish Dharendra Shah

.....
James Haldane Austin

.....
Paul Thomas Craig

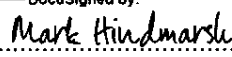
DocuSigned by:

A1312FE5E4D0424
James O'Connell

.....
Garth Barker-Goldie

DocuSigned by:

432B315DE06F408
Stephen Platts

On behalf of **Tutamentum Ltd**

DocuSigned by:

29020360A813431
Mark Hindmarsh

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Peter Kruger

On behalf of **Startupbootcamp Foodtech S.R.L**

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by applying your electronic signature where indicated above. An electronically signed copy will automatically be sent to the Company after you have so applied your signature and you will be deemed to have irrevocably agreed to the Resolution set out above.
- 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 Unless within 28 days of the date on which this Resolution has been circulated to you electronically, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your electronic signature is applied before or on this date.
- 4 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.
- 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.