

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**BORROW A BOAT LTD**

**(Company)**

On 08 September 2022, the following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 Companies Act 2006.

**ORDINARY RESOLUTIONS**

1. **THAT**, in substitution of any existing authorities already granted to the directors (save for those in respect of options pursuant to resolutions passed on 13 March 2019 and 9 September 2020 (being for an aggregate nominal amount of £6,574.333, such authorities remaining in place)), the directors be generally and unconditionally authorised, in accordance with section 551 of the Act, to allot equity securities (as defined in section 560 of the Act) in the Company and to grant rights to subscribe for or to convert any security into, shares of the Company ("**Rights**") up to an aggregate nominal amount of:

1.1 £246.21 in consideration of the proposed acquisition of the business and assets of The AllAboard, Inc.; and

1.2 £5,859.71 generally;

provided that this authority shall expire on the date being five years from the date on which 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 and issued or Rights to be granted (as appropriate) and the directors may allot and issue equity securities and grant Rights pursuant to any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

2. **THAT**, subject to the passing of Resolution 1, in accordance with article 8.2 of the Company's Articles of Association, the transfer of 1,539,880 A ordinary shares of £0.001 each from CDA Systems Ltd to Stuart Alldis be and is hereby approved.

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of Resolutions 1 and 2, in substitution of any existing authorities already granted to the directors (save for those in respect of options pursuant to resolutions passed on 13 March 2019 and 9 September 2020 (being for an aggregate nominal amount of £6,574.333, such authorities remaining in place)), the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1.2 as if the pre-emption rights arising under article 6 of the Company's articles of association, section 561 of the Act or otherwise, did not apply to any such allotment, provided that this authority shall expire on the date being five years from the date on which 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 and issued and the directors may allot and issue equity securities

pursuant to any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

4. **THAT**, subject to the passing of Resolutions 1, 2 and 3, the Company's articles of association attached to these Resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.