

Company number: 10830790

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

COMPASS PATHFINDER HOLDINGS LIMITED (the "Company")

Passed on 17 April 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the Resolution numbered 1 passed as an ordinary resolution and the Resolutions numbered 2 and 3 passed as special resolutions of the members of the Company.

ORDINARY RESOLUTIONS

1. That the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company, up to a maximum aggregate nominal amount of £848.80, provided that:
 - a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - b) the Company may, before such expiry under paragraph a) above, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for any subsisting authorities of the Company but is without prejudice to any allotment of shares, or grant of rights, already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. That the members hereby waive any pre-emption rights to which they may be entitled under the Company's articles of association, the New Articles (as defined below), the Act or any shareholders' agreement in respect of the allotment and issue of the shares or the grant of rights to subscribe for or convert any security into shares pursuant to the authority granted under Resolution 1.
3. That the new articles of association in the form attached in the Schedule to these resolutions (the "New Articles") be hereby adopted in substitution for and to the exclusion of all other articles of association of the Company.


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Director

