

SUSTAINABLY LTD

Registered in Scotland No. SC521865

Companies Acts

Written Record of Members' Written Resolution

Circulation Date: 14 May **2020**

On 20 May 2020, the following RESOLUTIONS IN WRITING pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company:

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 18,099 ordinary shares of £0.001 each in the share capital of the Company; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on 30 June 2020.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 5,200 ordinary shares of £0.001 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (2) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority revokes and replaces all unexercised authorities previously granted to the directors pursuant to any share option scheme but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.



SPECIAL RESOLUTION

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied in respect of any allotment of shares made pursuant to resolutions 1 and 2 above.



AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
SUSTAINABLY LTD

19 May 2020

Dated