

Company Number: 10439682

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BATCHSEED LIMITED

("the Company")

Dated: *26th March 2021*

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Director**) propose that the resolutions below be passed as special resolutions (together the **Resolutions**):

1. SPECIAL RESOLUTION

That the entire issued share capital of the Company, being 91 ordinary shares of £0.10 each in the capital of the Company (each a **Share**) be subdivided into 91,000 ordinary shares of £0.0001 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Shares as set out in the Company's articles of association for the time being.

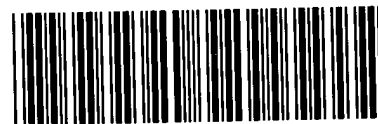
2. SPECIAL RESOLUTION

Subject to the passing of Resolution 1, that the entire issued share capital of the Company, being 91,000 ordinary shares of £0.0001 each in the capital of the Company (each a **£0.0001 Share**) be re-designated as 91,000 A ordinary shares of £0.0001 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions as the £0.0001 Shares as set out in the Company's articles of association for the time being.

3. SPECIAL RESOLUTION

THAT the draft articles of association to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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4. SPECIAL RESOLUTION

THAT, in accordance with section 550 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot B ordinary shares of £0.0001 each in the capital of the Company up to an aggregate nominal amount of £1 (representing 10,000 of such shares), provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date this Resolution is passed.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

5. SPECIAL RESOLUTION

THAT, subject to the passing of the above Resolutions and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the first Resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £1; and
- expire 5 years from the date of this Resolution (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 equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

THAT, in accordance with section 550 of the Companies Act 2006 (**2006 Act**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot B ordinary shares of £0.0001 each in the capital of the Company up to an aggregate nominal amount of £1 (representing 10,000 of such shares), provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date this Resolution is passed.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

5. SPECIAL RESOLUTION

THAT, subject to the passing of the above Resolutions and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the first Resolution, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- be limited to the allotment of equity securities up to an aggregate nominal amount of £1; and
- expire 5 years from the date of this Resolution (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 equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

AGREEMENT

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

The undersigned, persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

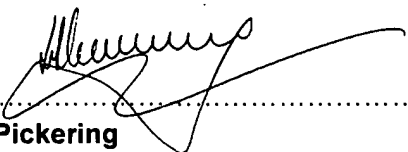


.....
Leo White

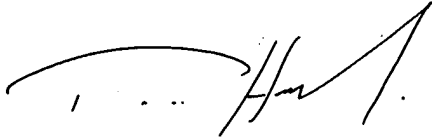
26/03/21
Date of Signature

..... Date of Signature
Leo White

..... Date of Signature
Timothy Heywood

..... Date of Signature 29 March 2021
Hugo Pickering

..... Date of Signature
Leo White

A handwritten signature in black ink, appearing to read 'Timothy Heywood', with a large, sweeping initial 'T' and 'H'.

Date of Signature 29th March 2021

Timothy Heywood

..... Date of Signature
Hugo Pickering

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- By hand: delivering the signed copy to Amanda Sells at Prydis Legal Limited, c/o Prydis, Senate Court, Southernhay Gardens, Exeter, Devon, EX1 1NT.
- Post: returning the signed copy by post to Amanda Sells at Prydis Legal Limited, c/o Prydis, Senate Court, Southernhay Gardens, Exeter, Devon, EX1 1NT.
- Email: by attaching a scanned copy of the signed document to an e-mail and sending it to amandasells@prydis.com. Please type "Written resolution "Date....." in the e-mail subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days following the Circulation Date (including the Circulation Date), sufficient agreement has been 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.