

COMPANIES ACT 2006 SPECIAL AND ORDINARY RESOLUTION

Company number: 10675622

Company name: Podsense Limited

On the 22 day of August 2017 the following **special resolution** was agreed and passed by the members:

- Shareholders' Special Resolution - Disapplication of Section 561 Pre-emption on Share Issues

On the 22 day of August 2017 the following **ordinary resolution** was agreed and passed by the members:

- Shareholders' Ordinary Resolution - Authority to Allot New Shares

Copies of the resolutions and board meeting minutes are attached.

Signed:



STEVEN PEASE

Director



PODSENSE LIMITED
(Company number 10675622)

**Shareholders' Special Resolution - Disapplication of Section 561 Pre-emption
on Share Issues**

SPECIAL RESOLUTION

That the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution¹ as if sub-section (1) of Section 561 of the said 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 value of £1000 and shall expire on the date five years after the passing of this resolution,

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 board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Date: 22 August 2017

¹ Shareholders' Ordinary Resolution – Authority to Allot New Shares

PODSENSE LIMITED
(Company number 10675622)

Shareholders' Ordinary Resolution - Authority to Allot New Shares

ORDINARY RESOLUTION

That the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that:-

- (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £1000; and
- (b) this authority shall expire five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Date: 22 August 2017

PODSENSE LIMITED
(Company number 10675622)

Minutes of a meeting of the board of directors of PODSENSE Limited (the "Company") held at 102C Christchurch Road on 22 August 2017 at 18:00.

PRESENT:	NAME	POSITION
	Steven Pease	Director

1. CHAIR

It was resolved that STEVEN PEASE would be elected as chair of the Company and STEVEN PEASE took the chair of the meeting.

2. NOTICE AND QUORUM

The chair reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairman declared that the meeting was open.

4. BUSINESS OF THE MEETING

The chair reported that the business of the meeting was to consider and approve:

- (i) the circulation of written resolutions¹ to the members of the Company in order to obtain shareholder approval in connection with a proposed allotment of shares in the Company, namely (a) an ordinary resolution to authorise the directors to allot shares in the Company up to an aggregate nominal amount of £1 in accordance with section 551 of the Companies Act 2006; and (b) a special resolution to disapply pre-emption rights under section 561 Companies Act 2006; and
- (ii) the proposed allotment of shares as set out in the table of applications below.
- (iii) The appointment of a new Director.

5. DOCUMENTS PRODUCED TO THE MEETING

There was produced to the Meeting:

- (i) the following applications for Class B Ordinary Shares of £1 each in the capital of the Company:

Name	No of shares of £1	Subscription Monies (£)	Share certificate number
SARAH PEASE	1	£1	2

¹ This resolution can be passed as either a written resolution or by the shareholders in a general meeting. For small private companies it is more usual to pass these as written resolutions.

- (ii) forms of written resolutions of the members of the Company to enable the directors, (a) under section 551 of the Companies Act 2006 to allot shares in the Company up to an aggregate nominal amount of £1000; and (b) allot shares pursuant to that authority as if section 561(1) of the Companies Act did not apply to the relevant allotment.

6. RESOLUTIONS

After consideration of the matters referred to in section 172(1) of the Companies Act 2006,

IT WAS RESOLVED AS FOLLOWS:

- I. to approve the written resolutions in the form produced to the meeting; and
- II. send the written resolutions to every eligible member of the Company for approval.

The meeting was then adjourned so that the written resolutions could be circulated to the members of the Company.

7. ALLOTMENT AND ISSUE OF SHARES

The meeting then reconvened whereupon the chair reported that the written resolutions had been unanimously passed and that:

- I. the directors were duly authorised to allot shares in the Company up to an aggregate nominal amount of £1000;
- II. the directors were duly authorised to allot these shares as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply;
- III. subject to the receipt by the Company of the subscription monies, the shares appearing against the name of each applicant be and are allotted to that applicant at par and credited as fully paid;
- IV. share certificates are prepared, executed and issued accordingly; and
- V. the register of members be updated accordingly.

8. FILING

STEVEN PEASE is to:

- (i) file Form SH01 (Return of allotments) at Companies House within one month and make all entries in the Company's statutory books necessitated by the business of the Meeting; and
- (ii) file a print of the ordinary written resolution and special resolution as described above with Companies House within 15 days.

9. APPOINTMENT OF DIRECTOR

IT WAS RESOLVED that SARAH PEASE had indicated her willingness to act as a director of the Company.

In accordance with the terms of the Small Business, Enterprise and Employment Act 2015 ("SBE"), the Company confirms that SARAH PEASE has consented to act as a director of the Company and the Company will confirm such appointment as required with the Registrar

of Companies.

IT WAS THEREFORE FURTHER RESOLVED that SARAH PEASE is hereby appointed as an additional Directors of the Company with immediate effect.

10. FILING

STEVEN PEASE is to file form AP01 in respect of the new Director appointed and make all necessary confirmations and statements on behalf of the Company as required by the SBEE.

11. CLOSE

There was no further business and therefore the chair declared that the meeting was closed.

A handwritten signature in black ink, appearing to read 'Steven', written in a cursive style.

Chair