Company number: 10272838

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

THE GOOD BOX CO LABS LTD (the **Company**)

_____________________ (the **Circulation Date**)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) and pursuant to the terms of a Restructuring Plan proposed by the Company under Part 26A of the Act on or around the Circulation Date (the **Restructuring Plan**), it is proposed that the following resolutions are passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1 That the following individuals be removed as directors of the Company with effect from the passing of this ordinary resolution, pursuant to section 168 of the Act:

1.1 Prem Kumar Barthasarathy;

1.2 Laura Vivienne Bond;

1.3 Francesca Amy Hodgson; and

1.4 Andrew Vincent O’Brien.

and the following individuals be appointed as directors of the Company with effect from the passing of this ordinary resolution:

1.5 David White;

1.6 Davoc Bradley; and

1.7 Markus Hoevekamp.

2 That, for the purposes of section 551 of the Act, the directors of the Company (appointed pursuant to Resolution 1 (the **Directors**)) be authorised (in substitution for all existing authorities granted to the directors of the Company under section 551 of the Act (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot up to 13,981,310 ordinary shares of £0.005 each in the Company, provided that this authority shall expire on the date three months from the date of this Resolution 3, unless such

authority shall have been previously revoked or varied by the Company at a general meeting and save that the Company may before the expiry of the authority granted by this resolution make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Directors may allot such shares, or grant such rights, in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**) and pursuant to the terms of the Restructuring Plan, it is proposed that the following resolutions are passed as special resolutions:

SPECIAL RESOLUTIONS

3 That, subject to the passing of Resolution 3, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 3 as if section 561 of the Act did not apply to any such allotment provided that this power shall:

4 be limited to the allotment of 13,981,310 ordinary shares of £0.005 each in the Company; andexpire on the date three months from the date of this Resolution 4 That the regulations contained in the document attached to these resolutions and marked “Appendix A” be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

	For	**Against**
RESOLUTION 1		
RESOLUTION 2		
RESOLUTION 3		
RESOLUTION 4		

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, irrevocably vote in respect of the resolution as indicated above.

Shareholder Name: ....

Signature: ....

Date: ....

NOTES

1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box below the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box below the resolution or leave both boxes blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company by email by attaching a copy of the signed document to an email and sending it to rp@goodbox.com .

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.

3 The resolutions above are proposed as both ordinary and special resolutions. An ordinary resolution will be passed if the Company receives within 28 days of the Circulation Date (the **Lapse Date**) signified agreement from a simple majority of the members of the Company. A special resolution will be passed if the Company receives before the Lapse Date signified agreement from members of the Company holding 75% or more of the shares in the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolution to pass, the resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us by 5 pm on the Lapse Date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.