

Company No. 5342386

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHARGEBOX LTD

(the Company)

SATURDAY



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23/01/2016

#120

COMPANIES HOUSE

Circulation date: 10th November , 2015 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company propose that the following resolutions be passed (the **Resolutions**):

ORDINARY RESOLUTIONS

- 1 **THAT** each of the issued A Ordinary shares of 10 pence each in the capital of the Company be sub-divided into one A Ordinary share of 5 pence having the same rights and being subject to the restrictions as the existing A Ordinary shares in the capital of the Company and one new deferred share of 5 pence (**Deferred Shares**) having the rights and being subject to the restrictions attached to the Deferred Shares as set out in the new articles of association of the Company to be adopted pursuant to Resolution 5 below
- 2 **THAT**, subject to the passing of Resolution 1 above, all of the B Ordinary shares of 5 pence each in the capital of the Company, be converted into, and redesignated as, A Ordinary shares of 5 pence each having the rights and being subject to the restrictions set out in the Company's articles of association to be adopted pursuant to Resolution 5 below
- 3 **THAT**, subject to the passing of Resolutions 1 and 2 above and Resolution 5 below, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot
 - i A Ordinary shares of 5 pence each up to an aggregate nominal amount of £44,500,
 - ii B Investment shares of 5 pence each up to an aggregate nominal amount of £39,500; and
 - iii any other equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £39,500,

for a period expiring on the fifth anniversary of the date when the Resolutions have been passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted (or any such rights to be granted), and the directors of the Company may allot shares (or grant any such rights) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 4 **THAT** conditional on passing the Ordinary Resolutions above and Resolution 5 below, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred in

Resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of

- i A Ordinary shares of 5 pence each up to an aggregate nominal amount of £44,500,
- ii B Investment shares of 5 pence each up to an aggregate nominal amount of £39,500, and
- iii any other equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £39,500,

for a period expiring on the fifth anniversary of the date when the Resolutions have been passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted (or any such rights to be granted), and the directors of the Company may allot shares (or grant any such rights) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired

5. THAT, subject to the passing of Resolution 1 above, the New Articles produced to the meeting be and are hereby adopted as the articles of association of the Company with effect from the end of this meeting to the exclusion of and in substitution for, the existing articles of association of the Company

AGREEMENT

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

We, the undersigned, being the holders of (i) all of the A Ordinary shares of 10 pence each in the capital of the Company, and (ii) all of the B Ordinary shares of 5 pence each in the capital of the Company, entitled to vote on the Resolutions, irrevocably agree to such Resolutions and hereby consent to and sanction any variation or abrogation of the rights, privileges or conditions attached to such shares resulting from the passing of the Resolutions.

PAUL RUSHTON

DATE


FEROZE DADA

16/11/2015
DATE

RICHARD WILLIAMS

DATE

Resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of

- I A Ordinary shares of 5 pence each up to an aggregate nominal amount of £44,500,
- II B Investment shares of 5 pence each up to an aggregate nominal amount of £39,500, and
- III any other equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £39,500,

for a period expiring on the fifth anniversary of the date when the Resolutions have been passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted (or any such rights to be granted), and the directors of the Company may allot shares (or grant any such rights) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired

- 5 **THAT**, subject to the passing of Resolution 1 above, the New Articles produced to the meeting be and are hereby adopted as the articles of association of the Company with effect from the end of this meeting to the exclusion of and in substitution for, the existing articles of association of the Company

AGREEMENT

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

We, the undersigned, being the holders of (i) all of the A Ordinary shares of 10 pence each in the capital of the Company, and (ii) all of the B Ordinary shares of 5 pence each in the capital of the Company, entitled to vote on the Resolutions, irrevocably agree to such Resolutions and hereby consent to and sanction any variation or abrogation of the rights, privileges or conditions attached to such shares resulting from the passing of the Resolutions

PAUL RUSHTON

DATE

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FEROZE DADA

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17 Nov 2015
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RICHARD WILLIAMS

DATE

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本報地址：新加坡大坡大馬路門牌第壹拾貳號
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SIMON ANDREWS

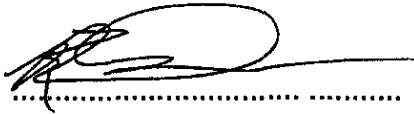
DATE

CHARLIE WALKER

DATE

IAN HOBSON

DATE



7 December 2015

RANDY DURAN

DATE

TOM HAYHURST

DATE

JOHN CHEESE

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JOHN WATKINS

DATE

JO WATKINS

TOM JASEK

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SIMON ANDREWS

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CHARLIE WALKER

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TOM HAYHURST

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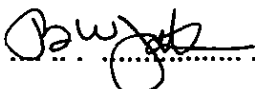
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17 November 2015
DATE

NOTES

- 1** This document contains proposed written resolutions of the Company for approval by you as members of the Company. The resolutions are proposed as Ordinary Resolutions and Special Resolutions. Special Resolutions require members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed. Ordinary Resolutions require members holding more than 50% of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.
- 2** You can choose to agree to the Resolutions. If you agree to the Resolutions, this must be all of the Resolutions being proposed and not some of them. Please indicate your agreement to the Resolutions by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

 - (a) **By Hand** delivering the signed and dated copy marked "For the attention of Youichi Iisaka" to Bircham Dyson Bell LLP, 50 Broadway, London, SW1H 0BL
 - (b) **Post** returning the signed and dated copy marked "For the attention of Youichi Iisaka" by post to Bircham Dyson Bell LLP, 50 Broadway, London, SW1H 0BL
 - (a) **Scan** by scanning your signed and dated copy, attaching it to an email and sending it to YouichiIisaka@BDB-law.co.uk
- 3** 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.
- 4** Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- 5** Unless, by the expiry of 28 days from 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 on this date.
- 6** If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.