

Company No. 06848949

WRITTEN RESOLUTIONS
OF
DIGITAL ENERGY TECHNOLOGIES LIMITED
(the Company)

Circulated on 13 APRIL 2018

Pursuant to Chapter 2, Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the following resolutions be passed as Special Resolutions and Ordinary Resolutions:

SPECIAL RESOLUTIONS

1. THAT the articles of association of the Company be amended by deleting article 2A and replacing it with the following new article 2A:

New Article 2A:

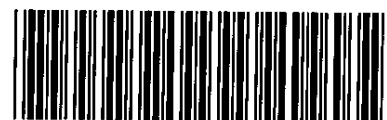
"2A (i) The share capital of the company comprises A ordinary shares of £0.01 each ("A Ordinary Shares"), B ordinary shares of £0.01 each ("B Ordinary Share") and C ordinary shares of £0.01 each ("C Ordinary Shares") each having rights set out in the articles.

(ii) The A Ordinary Shares, B Ordinary Shares and C Ordinary Shares shall rank equally in respect of income and capital save that no income shall be paid to holders of the B Ordinary Shares or C Ordinary Shares without a resolution of the holders of a majority of the voting rights attaching to the A Ordinary Shares.

(iii) Each person who holds more than 40% of the A Ordinary Shares shall be entitled by serving written notice on the Company to appoint a person as a non-executive director of the Company and to remove or replace any person so appointed.

(iv) The B Ordinary Shares and the C Ordinary Shares shall not carry any entitlement to vote and all references in the articles to votes and voting by holders of shares shall be construed accordingly."

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2. THAT the articles of association of the Company be amended by deleting article 23AA and replacing it with the following new article 23AA:

New article 23AA:

"23AA (i) A holder of C Ordinary Shares who ceases to be a director or employee of the Company (a "**Seller**") shall offer all of his C Ordinary Shares (the "**Sale Shares**") for sale at the Prescribed Price to the holders of the A Ordinary Shares as set out in Article 23A.

(ii) The "**Prescribed Price**" shall be the price paid for such C Ordinary Shares upon their original acquisition by such shareholder.

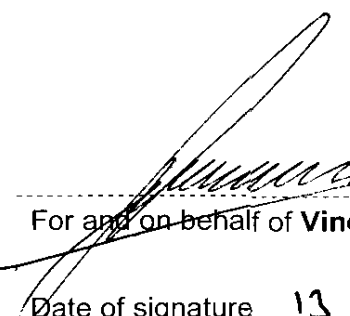
3. THAT 2,750 of the Company's existing 100,100 A ordinary shares of £0.01 each be re-designated as 2,750 C ordinary shares of £0.01 such that each holder of A ordinary shares shall convert proportionally. Such newly designated C ordinary shares shall each have the rights attached to such shares as set out in the New Articles.

ORDINARY RESOLUTIONS

4. THAT for the purposes of article 94 of Table A as incorporated into the Company's articles of association, the directors shall be entitled to vote and count in the quorum for the purposes of voting on the re-designation of the existing A ordinary shares into C ordinary shares, the transfer of the C ordinary shares and the amendments to the articles of association adopted by this Written Resolution.

AGREEMENT

The undersigned, being those persons entitled to vote on the above resolutions on the date on which these resolutions are circulated, hereby irrevocably agrees to the Special Resolutions and Ordinary Resolutions:



For and on behalf of **Vincentas Grinius**

Date of signature **13 APRIL 2018**



For and on behalf of **Andrius Kazlauskas**

Date of signature **13 APRIL 2018**