

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

LOW CARBON LIGHTING LIMITED(the "Company")

Company No.07206377

THURSDAY



A21 *A413FAQY* 15/10/2015 #78
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 Resolutions 1 and 2 have been passed as ordinary resolutions and Resolution 3 has been passed as a special resolution on 7 OCTOBER 2015

ORDINARY RESOLUTIONS

1 AUTHORITY TO ALLOT

1 1 THAT, in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the company or to grant rights to subscribe for or to convert any security into shares in the Company for a period expiring on the fifth anniversary of the date of this resolution unless previously renewed, varied or revoked by the Company, provided that -

1 1 1 the maximum nominal value of shares which may be allotted or rights granted pursuant to the authority conferred by this resolution is

(a) £19 39 in respect of the conversion of the loans as set out below.

Loan Number of
Shares

North East Accelerator Limited Partnership	£75,000	970 Ordinary Shares
Clive Rankin	£52,500	679 Ordinary Shares
Jonathan Mills	£15,000	194 Ordinary Shares
Michael McNeill	£3,750	48 Ordinary Shares
Paul Brown	£3,750	48 Ordinary Shares

(b) such number of shares in the capital of the Company as are sufficient to enable the Company to issue shares (of whatever class) in the capital of the Company to The North East Technology Fund LP (acting by its general partner North East Technology (GP) Limited) pursuant to the exercise of the rights granted to The North East Technology Fund L.P. (acting by its general partner North East Technology (GP) Limited)) under

the warrant instrument and the option agreement attached to this resolution,

- (c) £22 50 in respect of options which the Directors intend to allocate to employees, and

- 1.1.2 by the authority conferred above in this resolution, or by any renewal of the authority, the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, after the authorisation has expired if the shares are allotted, or the rights granted, in pursuance of an offer or agreement made by the Company before the authorisation expired. This authority is in substitution for all previous authorities conferred on the Directors

2 APPROVAL OF DOCUMENTS

- 2 1 **THAT** the directors of the Company be and are hereby authorised to enter into the warrant instrument and the option instrument substantially in the form attached to this resolution.

SPECIAL RESOLUTIONS

3 DISAPPLICATION OF PRE-EMPTION RIGHTS

- 3 1 **THAT**, subject to the passing of resolution 1 above the directors be generally and unconditionally authorised and empowered, pursuant to and in accordance with section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) pursuant to the authority granted under resolution 1 under section 551 of the Companies Act 2006, as if section 561 did not apply to the allotment and free of any pre-emption rights contained in the articles of association of the Company or in any shareholders agreement or other agreement between the shareholders of the Company or otherwise (and by approving this Resolution the undersigned hereby waive any such rights of pre-emption as they may have under any such agreements). In the event that the power conferred by section 570 of the Companies Act 2006 has expired, the directors are authorised allot equity securities in pursuance of an offer or agreement made by the company before the authorisation expired

.....
Director