

**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

of

**GIGACLEAR PLC**

WEDNESDAY



LD1 \*L7ZOT0MP\* 20/02/2019 #7  
COMPANIES HOUSE

Passed: 12 February 2019

At a General Meeting of the Company duly convened and held on Tuesday, 12 February 2019, the following resolutions were duly passed as special resolutions:-

**SPECIAL RESOLUTIONS**

1. **THAT**, in addition to all previous authorities and powers conferred on the directors of the Company (the "**Directors**") in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**") and/or section 571 of the CA 2006:-

- (a) the Directors be authorised in accordance with section 551 of the CA 2006 for the purposes of the subscription agreement dated 23 January 2019 entered into between Infracapital (GC) SLP LP ("**Infracapital (GC)**") and the Company (as described in the circular to shareholders of the Company dated 23 January 2019, of which this notice of meeting forms part) (the "**2019 Infracapital (GC) Subscription Agreement**") to allot to Infracapital (GC) (or its nominee) an aggregate of up to 21,250,000 new ordinary shares of £0.01 each in the Company (the "**2019 Infracapital (GC) Subscription Shares**");
- (b) the Directors be generally empowered in accordance with section 571 of the CA 2006 to allot the 2019 Infracapital (GC) Subscription Shares to Infracapital (GC) (or its nominee) pursuant to the authority conferred by paragraph (a) above of this Resolution no. 1 for cash and as if section 561(1) of the CA 2006 and article 3 (*Issue of shares*) of the Company's articles of association did not apply to any such allotment;

provided that such authority and power of the Directors shall expire on 1 April 2019 if the conditions in clause 2.1 of the 2019 Infracapital (GC) Subscription Agreement have not been satisfied or fulfilled by such date and shall, unless renewed, varied or revoked by the Company, in any event expire on the date that is five years from the date of this resolution.

2. ....
3. **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 by the name of 'Gigaclear Limited'.
4. **THAT** subject to Resolution no. 3 being passed and upon the re-registration of the Company as a private limited company under the Companies Act 2006, the amended articles of association in the form produced to the meeting (and signed for identification purposes by the Chairman of the meeting) be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company.

Director