

Company number
09427409

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS

OF

DRAYSON VENTURES LIMITED
(the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions

Ordinary resolution

That

- 1 In accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company be generally and unconditionally authorised to allot preferred "A" shares in the Company or grant rights to subscribe for or to convert any security into preferred "A" shares in the Company up to an aggregate nominal amount of £11,266 07 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 March 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors of the Company may allot shares or grant 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 CA 2006 but without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities

Special resolution

That

- 2 In accordance with section 570 of the CA 2006, the directors of the Company be generally and unconditionally authorised to allot preferred "A" shares in the Company or grant rights to subscribe for, or convert any security into, preferred "A" shares in the Company as if section 561(1) of the CA 2006 and article 8 of the Company's articles of association did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of preferred "A" shares up to an aggregate nominal amount of £11,266 07, and
 - (b) expire on 30 March 2015 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and

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the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being eligible members on 17 February 2015, irrevocably agree to the resolutions set out above

Signed by)
Lord Paul Drayson)

Number and class of shares 1 ordinary share

Date

Signed by)
Lady Elspeth Drayson)

Number and class of shares 1 ordinary share

Date

Eligible members must signify their agreement to the proposed resolutions as follows (i) **by hand**, by delivering a signed copy to John Miller at Drayson Ventures Limited, Unit 29, Chancerygate Business Centre, Langford Lane, Kidlington, OX5 1FQ, (ii) **by post**, by sending a signed copy to John Miller at Drayson Ventures Limited, Unit 29, Chancerygate Business Centre, Langford Lane, Kidlington, OX5 1FQ, or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to John Miller to john.miller@draysontechnologies.com. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which copies of the resolutions are first sent or submitted to members)