

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**FLUX SYSTEMS LIMITED (the "Company")**

On 30<sup>th</sup> June 2020, the following written resolutions were passed as an ordinary resolution in respect of resolution 1 and a special resolution in respect of resolution 2 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Act, the directors of the Company be authorised to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe or convert any security into shares in the Company ("**Rights**"), up to a maximum aggregate nominal amount of £58.69, in accordance with the terms of a convertible loan note agreement entered into by the Company, as borrower, and UK FF Nominees Limited (as nominee for the British Business Bank) and certain other investors, as lenders, as part of HM Government's Future Funding lending scheme, on or about the date of these Resolutions (the "**FF CLN**"). Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date of these Resolutions, 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 may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**SPECIAL RESOLUTION**

2. THAT, subject to and conditionally upon the passing of Resolution 1 and the conversion of the loans made to the Company pursuant to the terms of the FF CLN, in accordance with Article 11 of the Company's articles of association (the "**Articles**") and section 570 of the Act, the directors of the Company be generally empowered to allot shares in the Company up to a maximum aggregate nominal amount of £58.69 as if the pre-emption rights contained in article 11 of the Articles and as if section 561(1) of the CA 2006 did not apply to any such proposed allotment. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the date of these Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, and the Directors may allot shares, in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.



Director

