



**GRID EDGE LIMITED**  
**(the "Company")**

FRIDAY



A16

27/01/2017  
COMPANIES HOUSE

#483

**(Registered in England – No 10129878)**

**WRITTEN RESOLUTION**

**(Circulated 21<sup>st</sup> November 2016) ("Circulation Date")**

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the following resolutions be passed, the first and second resolutions as ordinary resolutions and the third as a special resolution

**Ordinary Resolution**

- A **THAT** in accordance with section 618(1)(a) of the CA 2006 the 1 issued ordinary share of £1 00 each in the capital of the Company be sub-divided (such sub-division to take immediate effect) into 10,000 ordinary shares of £0 0001 each, such shares having the rights set out in the articles of association
- B **THAT** the directors of the Company are generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("CA 2006 ") and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1 15 for a period of five years from the date on which this resolution is passed save that in accordance with s551(7) CA 2006 the Company may before the expiry of such period make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired

**SPECIAL RESOLUTION**

- C **THAT** subject to the passing of resolution B above the directors of the Company are generally and unconditionally empowered in accordance with section 570 CA 2006 to allot equity securities (as defined in section 560 CA 2006) pursuant to the authority conferred by resolution B as if section 561 CA 2006 did not apply to any such allotment

**If you agree to the below resolution, please signify your agreement by signing and dating this document where indicated and returning it to the Company. Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date (defined below), it will lapse. You should read the notes at the end of this document before signifying your agreement to the below resolution.**

I, the undersigned, being the sole member entitled to vote on the above resolution on the Circulation Date above, **IRREVOCABLY AGREE to AND PASS** the above resolution

Signature



For and on behalf of **Aston University**

Name **NEIL SCOTT**

Date **21.11.16**

#### NOTES

- 1 You may choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions] If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods

**by hand** delivering the signed copy to the Company at its registered office addressed to Andrew Tulloch,

**by post** returning the signed copy by post to the Company at its registered office addressed to Andrew Tulloch, or

**by email** addressed to Andrew Tulloch at [andrewtulloch@hotmail.com](mailto:andrewtulloch@hotmail.com)

If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by the date which is 28 days after the date of and including the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document