

If you agree to the below resolutions, 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 resolutions to pass within 28 days of the Circulation Date (defined below), they will lapse. You should read the notes at the end of this document before signifying your agreement to the below resolutions.

GRID EDGE LIMITED

(the "Company")

(Registered in England – No 10129878)

WEDNESDAY



A23

A6644C5M

10/05/2017

COMPANIES HOUSE

#186

WRITTEN RESOLUTION

(Circulated 05 April 2017) ("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, in the case of (A) as an ordinary resolution, and in the case of (B) and (C) as special resolutions:

Ordinary Resolution

(A) THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 or otherwise to exercise all the powers of the Company to allot ordinary shares of £0.0001 each and/or grant rights to subscribe for, or to convert any security into, any shares ("Rights") in respect of the following:

- (i) the allotment and issue of up to 7,107 ordinary shares; and
- (ii) the grant of options to subscribe for up to 4,066 ordinary shares and the allotment and issue of ordinary share on the exercise of such options,

for a period of two years from the date of this resolution save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or Rights to be granted after such expiry and the directors may allot such shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

Special Resolutions

(B) THAT with effect from the passing of this resolution new articles of association in the form annexed to this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

- (C) THAT the pre-emption rights contained in Article 3.2 of the articles of association to be adopted pursuant to Special Resolution (B) be hereby waived and dis-applied in respect of the allotment of shares in the capital of the Company or the grant of Rights of up to an aggregate nominal amount of £1.20 within a period of two years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or Rights to be granted after the expiry of such period and the directors may allot such shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

We, the undersigned, each being a member entitled to vote on the above resolutions on the Circulation Date above, **IRREVOCABLY AGREE to AND PASS** the above resolutions:

Signature: A.J.C.

Name: **For and on behalf of
Aston University**

Date: 4 April 2017.

Signature:

Name: **Thomas Alexander
Anderson**

Date:

Signature:

Name: **Daniel Graham Wright**

Date:

Signature:

Name: **James Alasdair Scott**

Date:

Signature:

Name: **Donald Rushton**

Date:

- (C) THAT the pre-emption rights contained in Article 3.2 of the articles of association to be adopted pursuant to Special Resolution (B) be hereby waived and dis-applied in respect of the allotment of shares in the capital of the Company or the grant of Rights of up to an aggregate nominal amount of £1.20 within a period of two years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or Rights to be granted after the expiry of such period and the directors may allot such shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

We, the undersigned, each being a member entitled to vote on the above resolutions on the Circulation Date above, **IRREVOCABLY AGREE to AND PASS** the above resolutions:

Signature:


Name: **For and on behalf of
Aston University**

Date:

Signature: 


Name: **Thomas Alexander
Anderson**

Date:

Signature: 

Name: **Daniel Graham Wright**

Date:

Signature: 

Name: **James Alasdair Scott**

Date:

Signature:

Name: **Donald Rushton**

Date:

- (C) THAT the pre-emption rights contained in Article 3.2 of the articles of association to be adopted pursuant to Special Resolution (B) be hereby waived and dis-applied in respect of the allotment of shares in the capital of the Company or the grant of Rights of up to an aggregate nominal amount of £1.20 within a period of two years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require such shares to be allotted or Rights to be granted after the expiry of such period and the directors may allot such shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

We, the undersigned, each being a member entitled to vote on the above resolutions on the Circulation Date above, **IRREVOCABLY AGREE to AND PASS** the above resolutions:

Signature:

Name: **For and on behalf of
Aston University**

Date:

Signature:

Name: **Thomas Alexander
Anderson**

Date:

Signature:

Name: **Daniel Graham Wright**

Date:

Signature:

Name: **James Alasdair Scott**

Date:

Signature: 

Name: **Donald Rushton**

Date:

3rd April 2017

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 above and returning it to the Company 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:** e-mailing a scan of the signed resolutions to Andrew Tulloch at 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 resolutions to pass, they 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.