

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**INSTAVOLT LIMITED**  
**(the "Company")**

FRIDAY



A24 \*A8DWE8GZ\* 13/09/2019 #277  
COMPANIES HOUSE

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being eligible members (as defined by section 289 CA 2006) of the Company for this purpose representing (in the case of an ordinary resolution) at least a simple majority of the total voting rights of all such eligible members and (in the case of a special resolution) not less than 75% of the total voting rights of all such eligible members, signify our agreement to and pass the following written resolutions as ordinary resolutions and special resolutions of the Company as designated below:

That:

**ORDINARY RESOLUTION**

- 1 the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot C ordinary shares and E ordinary shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:
  - (a) the maximum amount of C ordinary shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £14.728;
  - (b) the maximum amount of E ordinary shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £2.104;
  - (c) the authority to allot C ordinary shares shall expire on 31 December 2019;
  - (d) the authority to allot E ordinary shares shall expire on 31 December 2020;
  - (e) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
  - (f) all unexercised authorities already vested in the directors as at the date of this resolution to allot shares or to grant Allotment Rights are revoked,

**SPECIAL RESOLUTION**

- 2 the directors are empowered to allot, or make subject to Allotment Rights, C ordinary shares and E ordinary shares under the authority conferred on them by resolution 1 (subject to that

resolution being passed) as though the pre-emption rights under Article 10.3 of the Company's articles of association and the exit provisions under Article 7.1 of the Company's articles of association did not apply.

Signature: .....

Name: .....

**REEIF II Luxembourg S.à r.l acting  
by an attorney under a power of  
attorney dated 31 July 2019 (in  
respect of those shares legally and  
beneficially owned by it)**

Date: .....

Signature:  .....

Name: **MASSIMO RESTA** .....

**For and on behalf of ZCIIF Hold Co 1  
Limited (in respect of those shares  
legally and beneficially owned by it)**

Date: 21 August 2019

Signature:  .....

Name: **MASSIMO RESTA** .....

**REEIF II Luxembourg S.à r.l, acting  
by its attorney ZCIIF Hold Co 1  
Limited (in respect of those shares  
beneficially owned by ZCIIF Hold Co  
1 Limited)**

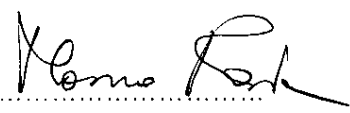
Date: 21 August 2019

Signature:  .....

Name: **MASSIMO RESTA** .....

**Adrian Pike, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect  
of those shares beneficially owned  
by ZCIIF Hold Co 1 Limited)**

Date: 21 August 2019

Signature:  .....

Name: **MASSIMO RESTA** .....

**Timothy Payne, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect of  
those shares beneficially owned by  
ZCIIF Hold Co 1 Limited)**

Date: 21 August 2019


Signature:  .....

Name: **MASSIMO RESTA** .....

**Adrian Keen, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect of  
those shares beneficially owned by  
ZCIIF Hold Co 1 Limited)**

Date: 21 August 2019

resolution being passed) as though the pre-emption rights under Article 10.3 of the Company's articles of association and the exit provisions under Article 7.1 of the Company's articles of association did not apply.

Signature: 

Name: ANNE ZACHMANN

**REEIF II Luxembourg S.à r.l acting  
by an attorney under a power of  
attorney dated 31 July 2019 (in  
respect of those shares legally and  
beneficially owned by it)**

Date: 21 August 2019

Signature: .....

Name: .....

**For and on behalf of ZCIIF Hold Co 1  
Limited (in respect of those shares  
legally and beneficially owned by it)**

Date: .....

Signature: .....

Name: .....

**REEIF II Luxembourg S.à r.l, acting  
by its attorney ZCIIF Hold Co 1  
Limited (in respect of those shares  
beneficially owned by ZCIIF Hold Co  
1 Limited)**

Date: .....

Signature: .....

Name: .....

**Timothy Payne, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect of  
those shares beneficially owned by  
ZCIIF Hold Co 1 Limited)**

Date: .....

Signature: .....

Name: .....

**Adrian Pike, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect  
of those shares beneficially owned  
by ZCIIF Hold Co 1 Limited)**

Date: .....

Signature: .....

Name: .....

**Adrian Keen, acting by his attorney  
ZCIIF Hold Co 1 Limited (in respect of  
those shares beneficially owned by  
ZCIIF Hold Co 1 Limited)**

Date: .....

Signature: .....

Name: .....

**Matthew Tunstall, acting by his attorney ZCIIIF Hold Co 1 Limited (in respect of those shares beneficially owned by ZCIIIF Hold Co 1 Limited)**

Date: .....

Signature: .....

Name: **ADRIAN PIKE**

**Adrian Pike (in respect of those shares legally and beneficially owned by him)**

Date: **21 August 2019**

Signature: .....

Name: .....

**Matthew Tunstall (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature: .....

Name: **TIMOTHY PAYNE**

**Timothy Payne (in respect of those shares legally and beneficially owned by him)**

Date: **21 August 2019**

Signature: .....

Name: .....

**Adrian Keen (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature: .....

Name: .....

**Matthew Tunstall, acting by his attorney ZCIIF Hold Co 1 Limited (in respect of those shares beneficially owned by ZCIIF Hold Co 1 Limited)**

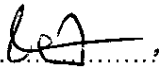
Date: .....

Signature: .....

Name: .....

**Adrian Pike (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature:  .....

Name: ALEXANDER JANE

AS ATTORNEY

**Matthew Tunstall (in respect of those shares legally and beneficially owned by him)**

Date: 21 August 2019

Signature: .....

Name: .....

**Timothy Payne (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature:  .....

Name: ADRIAN KEEN

**Adrian Keen (in respect of those shares legally and beneficially owned by him)**

Date: 21 August 2019

Signature: Massimo Resta

Name: MASSIMO RESTA

**Matthew Tunstall, acting by his attorney ZCIIIF Hold Co 1 Limited (in respect of those shares beneficially owned by ZCIIIF Hold Co 1 Limited)**

Date: 21 August 2019

Signature: .....

Name: .....

**Adrian Pike (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature: .....

Name: .....

**Matthew Tunstall (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature: .....

Name: .....

**Timothy Payne (in respect of those shares legally and beneficially owned by him)**

Date: .....

Signature: .....

Name: .....

**Adrian Keen (in respect of those shares legally and beneficially owned by him)**

Date: .....

## EXPLANATORY STATEMENT

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to eligible members on *21 Aug* 2019 (**Circulation Date**).
- 3 **Eligible members** are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
  - (a) You (or someone acting on your behalf) must sign, must print your name beneath the signature (if it is not already printed) and must date this document.
  - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c) *Please hand the signed document to any director of the Company in person or return the document to the Company at 6 Cedarwood, Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, England, RG24 8WD.*
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolutions will lapse. The relevant threshold to pass an ordinary resolution is members holding over half the total votes in the Company. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.

This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.