

COBALT TELEPHONE TECHNOLOGIES LIMITED

(Registered in England - No. 03151938)

**WRITTEN RESOLUTION**

**SPECIAL RESOLUTION**

**CIRCULATION DATE:** 21 September 2017

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006:

**Special Resolution**

1. THAT the articles of association of the Company be amended by:

(i) Inserting after "64," in Article 2 "73, 74, 75" and after "77", inserting "78, 80".

(ii) Deleting Article 13 in its entirety and replacing it with the following new Article:

"Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the relevant member or members. Any such appointment or removal shall take effect when the notice is delivered to the office or to the secretary, or is received by electronic communication at the Company's address for electronic communications, or is produced at a meeting of the board. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company."

(iii) Inserting a new Article 14 as follows:

"The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of the Table A shall not apply to the Company".

2. THAT the existing articles of association shall be renumbered accordingly.

Director/Secretary

Date

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006**

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution.

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COMPANIES HOUSE

- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows:
- A member signifies his agreement to the proposed written resolution when the Company *receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution.*
  - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways:
    - *By Hand: Delivering the signed copy to Peter O'Driscoll at the following address: Cobalt Holdings Limited, Intec 2 Wade Road, Basingstoke, Hampshire RG24 8NE*
    - *Post: Returning the signed copy by post to Peter O'Driscoll at the following address: Cobalt Holdings Limited, Intec 2 Wade Road, Basingstoke, Hampshire RG24 8NE*
    - *Fax: Faxing the signed copy to +44 1256 869601 marked "For the attention of Peter O'Driscoll"*
    - *E-mail: By attaching a scanned copy of the signed document to an e-mail and sending it to peter.odriscoll@parkmobile.com. Please enter "Written Resolution dated 21 September 2017" in the e-mail subject box.*
  - A member's agreement to a written resolution, once signified, may not be revoked.
  - A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006).
- 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 names of the joint holder appear in the Register of Members.
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

#### **AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

I being an eligible member of the Company:

- 1 Confirm that I have received a copy of the above written resolution in accordance with section 291 Companies Act 2006; and
- 2 Hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as an special resolution.

For and on behalf of **Cobalt Holdings Limited**

Signature: .....

Name: ..... *Mark de Vries*

Date: 21 September 2017

Cobalt Holdings Limited

(Registered in England - No. 05943686)

**WRITTEN RESOLUTION**

On 21 September 2017, the following resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company.

As a special resolution in accordance with section 283 Companies Act 2006

1. THAT the articles of association of the Company be amended by:

(i) Inserting after "64," in Article 2 "73, 74, 75" and after "77", inserting "78, 80".

(ii) Deleting Article 13 in its entirety and replacing it with the following new Article:

"Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the relevant member or members. Any such appointment or removal shall take effect when the notice is delivered to the office or to the secretary, or is received by electronic communication at the Company's address for electronic communications, or is produced at a meeting of the board. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company."

(iii) Inserting a new Article 14 as follows:

"The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of the Table A shall not apply to the Company".

2. THAT the existing articles of association shall be renumbered accordingly.

*Marc de Vries*

Director/Secretary