

COMPANIES ACT 2006
ORDINARY AND SPECIAL RESOLUTIONS
OF
AUTOBALANCE PLC
("the Company")
Company Number: 3184933
Passed 7 November 2013

At the Annual General Meeting of the Company held on 7 November 2013 the following resolutions were passed

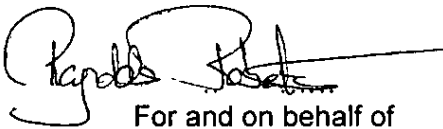
As an Ordinary Resolution

THAT, in accordance with section 551 of the Companies Act 2006 ("the Act") the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £14,967,911 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 7 November 2018 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

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

As a Special Resolution

THAT, subject to the passing of the previous resolution and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities as defined in section 560 of the Act pursuant to the authority conferred by resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £14,967,911 00 and will expire on 7 November 2018 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired


For and on behalf of
David Venus & Company LLP
Company Secretary

