

Company No 04458947

THE COMPANIES ACTS 1985 and 2006  
COMPANY LIMITED BY SHARES

RESOLUTIONS OF  
THE WEATHER LOTTERY PLC

PASSED 10 OCTOBER 2013

FRIDAY



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11/10/2013

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COMPANIES HOUSE

At a General Meeting of the above Company, duly convened and held on 10 October 2013, the following Resolutions were duly passed, in the case of Resolutions 2 and 3 as Special Resolutions and in the case of Resolution 1 as Ordinary Resolution

**ORDINARY RESOLUTION**

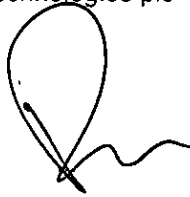
- 1 **THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("Act") to exercise all the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) ("Equity Securities"), or to grant rights to subscribe for or to convert any Equity Securities into shares up to an aggregate nominal amount of £1,000,000. The authority hereby conferred shall expire on the date of the next annual general meeting of the Company, unless and to the extent that such authority is renewed, revoked or extended prior to such date. The Company may, before such expiry, make an offer or arrangement which would or might require equity securities to be allotted or rights to subscribe for or to convert any Equity Securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or to convert any Equity Securities into shares in pursuance of such offer or agreement, notwithstanding that the authority hereby conferred had expired. The authority is in substitution for all previous authorities conferred on the Directors pursuant to section 549 of the Act (or equivalent provisions of the Companies Act 1985) to the extent unused, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to the authorities.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to and conditional upon the passing of Resolution 1 above, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act (in substitution for any existing such power or authority) to allot Equity Securities pursuant to the authority granted by Resolution 1 for cash as if the pre-emption provisions in section 561 of the Act did not apply to such allotments (the "Section 561 Empowerment") provided that the Section 561 Empowerment be limited to the allotment of Equity Securities
  - a in connection with an offer of such securities (whether by way of a rights issue, open offer or otherwise) to holders of relevant Equity Securities in proportion (as nearly as may be) to the respective amounts of Equity Securities held by them taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with Equity Securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction, and

b otherwise than pursuant to paragraphs (i) above, up to a maximum aggregate nominal amount of £1,000,000 provided that the Section 561 Empowerment shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date the earlier of fifteen months following the passing of this Resolution and the conclusion of the next annual general meeting of the Company (the "Section 561 Period") but so that the Company may at any time prior to the expiry of the Section 561 Period make an offer or agreement which would or might require Equity Securities to be allotted pursuant to these authorities after the expiry of the Section 561 Period and the directors of the Company may allot Equity Securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired

- 3 THAT the name of the Company be changed from The Weather Lottery plc to Boxhill Technologies plc

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller, connected strokes.

DIRECTOR

Phil Jackson  
CHIEF EXECUTIVE



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4458947

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**THE WEATHER LOTTERY PLC**

a company incorporated as public limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**BOXHILL TECHNOLOGIES PLC**

Given at Companies House on **11th October 2013**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**