

Company No. 5134454

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

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company signify our agreement to and pass the following written resolutions

**SPECIAL RESOLUTION**

- 1 **THAT** the draft articles of association in the form attached to this written resolution and signed by a director for identification purposes be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

**ORDINARY RESOLUTIONS**

- 2 **THAT** the 477,806 Non Voting Preference Shares of £0 0025 in the capital of the Company be re-designated as 477,806 Ordinary Shares of £0 0025
- 3 **THAT** the 1,349,832 Voting Preference Shares of £0 0025 in the capital of the Company be re-designated as 1,349,832 Ordinary Shares of £0 0025
- 4 **THAT** the existing 2,614,000 ordinary shares of £0 0025 each (consisting of the original 785,899 ordinary shares of £0 0025, the allotted 463 ordinary shares of £0 0025 each and the re-designated 1,827,638 ordinary shares of £0 0025 each) in the share capital of the Company be consolidated into ordinary shares of £1, such shares having the rights and being subject to the restrictions of such ordinary shares as set out in the Articles of Association adopted by the Company pursuant to Resolution 1 above

Date 13 March 2014

