

Company Number: 08389133

**ORDINARY AND SPECIAL RESOLUTIONS
OF
POWA TECHNOLOGIES GROUP PLC
(the "Company")**

Passed on 19 May 2015

AT A GENERAL MEETING of the Company duly convened and held at Heron Tower, 35th Floor, 110 Bishopsgate, London EC2N 4AY on 19 May 2015 at 12:00 pm, the following resolutions were duly passed, resolution 1 as an ordinary resolution and resolution 2 as a special resolution

ORDINARY RESOLUTION

- 1 **THAT** the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company, or grant of rights to subscribe for shares, up to an aggregate nominal value of £8,000 00 (including without limitation, the grant of warrants over at least 394,296 series A preferred shares of £0 01 each in the capital of the Company) provided that
- (a) the authority granted under this resolution shall expire on the date which is five years after the date on which this resolution is passed; and
 - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for shares to be granted after such expiry and the directors of the Company may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTION

- 2 **THAT** the directors of the Company be generally empowered pursuant to section 570 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act and any right of pre-emption (however expressed) contained in the Company's articles of association (the "**Articles**") did not apply to such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act), the grant of rights to subscribe for such shares and otherwise any equity securities arising from the conversion or operation of such grant of rights

Director

Powa Technologies Group PLC, Heron Tower, 35th Floor, 110 Bishopsgate, London EC2N 4AY

Date: 19 MAY 2015

General meeting print - 15d29b

SATURDAY



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