



Company No 3206894

THE COMPANIES ACT 1985 TO 1989
Company Limited by Shares
SPECIAL RESOLUTIONS
OF
GLASSPRO LIMITED

Passed the 1st day of July 2002

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at *B(Le Manger London* on the above date the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

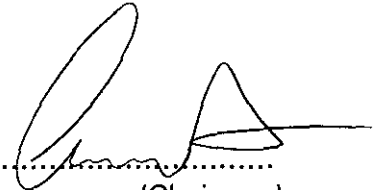
1. That the objects clause contained in Clause 3 of the Memorandum of Association of the Company be and is hereby amended by the insertion immediately following existing clause (F) of the following additional clause lettered (G) in the following form and that the existing clause 3(G) and subsequent clauses be relettered accordingly:

"3(G) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985 as amended) of the Company or of the Company's holding company."

2. That the Company is hereby authorised for the purposes of section 155 of the Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Chargepoint Limited as follows:
 - 2.1 the entry by the Company into a guarantee securing all the obligations of the Company, Chargepoint Limited and Crystal Limited to Lloyds TSB Bank plc;
 - 2.2 the entry by the Company into a debenture creating fixed and floating charges over the entire assets and undertaking of the Company;
 - 2.3 the entry by the Company into an inter creditor deed;

in each case in such form as Lloyds TSB Bank plc (the "Bank") may require to secure repayment and performance of the monies obligations and liabilities now or hereafter owed or incurred by Chargepoint Limited to the Bank.

- 2.4 the payment of certain bonuses to directors of the Company in advance of the due date for payment thereof



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(Chairman)