**Bristlecone Ltd.**

(the "**Company**")

**Notice of Extraordinary General Meeting of the Company**

Notice is hereby given that an Extraordinary General Meeting of the holders of Ordinary Shares of the Company, the holders of the Series A Preferences Shares of the Company, and the holders of Series B Preference Shares of the Company (the "**EGM**") will be held via teleconference in lieu of in person meeting due to COVID 19 concerns and restrictions.

Teleconference information for the U.S. participants: dial 800.882.3610 and enter guest code 9092864.

Teleconference information for India participants: dial 000.800.001.6039 and enter guest code 9092864.

The EGM will be held on the 2nd day of November, 2020 at 8:00 a.m. PST for the U.S. and 8:30 p.m. IST for India for the purpose of considering and, if thought fit, passing and approving the following resolution(s):

**WHEREAS** there currently exist three vacancies on board of directors of the Company which were vacated by the original Founder Designees as defined in the Voting Agreement of the Company;

**WHEREAS** such Voting Agreement of the Company and the Articles of Association of the Company provide that such Founder Designees shall be replaced by Mutual Designees who shall be elected by the holders of Ordinary Shares of the Company by ordinary resolution, the holders of the Series A Preference Shares and the holders of Series B Preference Shares of the Company, voting together on an as-converted basis, and such holders of shares of the Company may, in like manner, remove with or without cause any Mutual Director so appointed and shall, in like manner, appoint another person in his stead;

**AND WHEREAS** a group of minority shareholders have proposed the following individuals as Mutual Designees as replacements for the Founder Designees:

* Vic Mahadevan;
* Ashok Santhanam;
* Robert Hersh

be appointed as Directors of the Company in replacement of each of the Founder Designee Directors, such appointments being the appointment of the Mutual Designee Directors;

**AND WHEREAS** Mahindra & Mahindra Ltd. has proposed the following individuals as replacements for the Founder Designees:

* Manish Subramanian
* Dominic DiMarco

 be appointed as Directors of the Company in replacement of each of the Founder Designee Directors, such appointments being the appointment of the Mutual Designee Directors:

**NOW THEREFORE IT IS HEREBY RESOLVED AS ORDINARY RESOLUTIONS THAT:**

**Resolution 1**

Vic Mahadevan be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company.

**Resolution 2**

Ashok Santhanam be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company.

**Resolution 3**

Robert Hersh be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company.

**Resolution 4**

Manish Subramanian be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company.

**Resolution 5**

Dominic DiMarco be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company.

***COVID-19 DISCLAIMER: Due to governmental restrictions, a physical location is not being offered for this meeting. Only a teleconferencing option will be available.***

By order of the Board

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Director

Dated: 2nd day of November, 2020

Registered Office:

c/o Maples Corporate Services Limited

PO Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

\*A form of proxy has been included with this Notice.

**NOTES**

**IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM VIA TELECONFERENCE OR SEND IN A SPECIFIC PROXY.**

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
2. Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or executes a specific proxy.
3. A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of Bristlecone Ltd. at 10 Almaden Blvd #990, San Jose, CA 95113 or send copies of the foregoing by email to:proxy110220@bcone.com in each case marked for the attention of Chairman, Bristlecone Ltd. not later than the time for the holding of the EGM or adjourned EGM in accordance with the Articles of Association of the Company. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
5. A shareholder holding more than one share entitled to attend and vote at the EGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
6. The quorum for the EGM is one or more shareholders present in person or by proxy representing at least fifty one percent (51%) of each class of shares in the Company (with the voting power of the Series A Preference Shares of the Company and the Series B Preference Shares of the Company being determined on an as-converted basis) in issue and entitled to vote on the resolutions to be considered at the EGM.

**Bristlecone Ltd.**

(the "**Company**")

**FORM OF PROXY FOR SHAREHOLDERS**

I/We \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please Print Name(s)

of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Please Print Address(es)

being (a) shareholder(s) of the Company with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_shares respectively hereby appoint

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

or failing him/her

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

or failing him/her [the duly appointed chairman of the EGM (the "**Chairman**")][[1]](#footnote-1) as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "**EGM**") to be held on the 2nd day of November 2020 via teleconference:

Teleconference information for the U.S. participants: dial 800.882.3610 and enter guest code 9092864.

Teleconference information for India participants: dial 000.800.001.6039 and enter guest code 9092864.

at 8:00 a.m. PST for the U.S. and 8:30 p.m. IST for India, and at any adjournment of the EGM. My proxy is instructed to vote on a poll or on a show of hands on the resolutions in respect of the matters specified in the Notice of the EGM as indicated below:

|  |  |  |  |
| --- | --- | --- | --- |
| Resolutions | For | Against | Abstain |
| Vic Mahadevan be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company. |  |  |  |
| Ashok Santhanam be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company. |  |  |  |
| Robert Hersh be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company. |  |  |  |
| Manish Subramanian and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company. |  |  |  |
| Dominic DiMarco be and is hereby appointed as a Director of the Company with immediate effect, to hold office in accordance with the Articles of Association of the Company. |  |  |  |

Please indicate your voting preference by ticking, or inserting the number of shares to be voted for or against or to abstain, the boxes above in respect of each resolution. If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the EGM.

You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.

If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.

If you have appointed another proxy to vote on a show of hands in a separate form (in which case the proxy appointed in this form may not vote on a show of hands) please tick this box:[ ]

Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

In the case of joint holders the
senior holder (see note 4 below) should sign.
Please provide the names of all other
joint holders: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**NOTES**

**IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM IN PERSON OR COMPLETE AND SEND IN THIS FORM APPOINTING A SPECIFIC PROXY.**

1. A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman will be appointed as your proxy.
2. Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or completes and returns this form appointing a specific proxy.
3. Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of Bristlecone Ltd. at 10 Almaden Blvd #990, San Jose, CA 95113 or send copies of the foregoing by email to:proxy110220@bcone.com in each case marked for the attention of Chairman, Bristlecone Ltd. not later than the time for the holding of the EGM or adjourned EGM in accordance with the Articles of Association of the Company. Returning this completed form of proxy will not preclude you from attending the relevant meeting(s) and voting in person if you so wish.
4. If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
5. If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
6. This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorised for that purpose.
7. Any alterations made to this form must be initialled by you.
8. A proxy may vote on a show of hands or on a poll.
1. . [↑](#footnote-ref-1)