

To the Board of GoodBox,

NGi Systems has been asked to support a derogation from the current duly agreed contractual terms to support GoodBox during a pending, limited scope, bridge fundraise until it receives certain tax credits from the UK government which will enable it to get back on track from a cashflow perspective.

NGi Systems must first emphasize the current situation in which there are multiple duly incurred invoices totaling ~200k GBP that are more than 120 days overdue. These invoices are being followed up for payment daily. In such situations where there are invoices over 90 days overdue, as per the terms of the agreement, NGi Systems is entitled to execute an extraordinary termination of the agreement and all services with immediate effect and to seize the intellectual property developed for GoodBox which serves as a contractual security against the outstanding liabilities.

As a demonstration of continued support and commitment to GoodBox, NGi Systems offers the following derogations to help enable the bridge funding to take place:

1. Voluntary commitment to not exercise contract and services termination for 90 calendar days.
2. Voluntary moratorium on payments for the overdue non-BAU invoices for 90 calendar days.
3. Suspension of contractual late payment penalties for the overdue non-BAU invoices for 90 calendar days.
4. Commitment to perform a bail-in for the amounts corresponding to overdue invoices TO153, TO155, TO158 totaling ~150k GBP at the share price set for the round.
5. Commitment to fully participate with cash in pre-emption for the eligible amounts relative to the existing shareholding of NGi Systems.

All BAU invoices (monthly contractual baseline and regularization) must be paid as per the agreement.

NGi Systems feels compelled to address the highly concerning situation whereby GoodBox has still not met its written commitment from the major bail-in from 2019, signed by 3 of the current 4 Board members of GoodBox, to appoint a representative nominated by the technology vendor syndicate, with NGi Systems being the lead vendor, to the Board of GoodBox. As a further aggravation, the GoodBox Board chose to delay the appointment by a further 18 months following an initial 12 months of inaction, by agreeing to instead pay a monthly delay compensation of 3,000 GBP + VAT which has since added up to over 60k GBP of unjustifiable costs. In the context of asking for further support from NGi Systems, this outstanding commitment must finally be honored. Continued failure to honor this commitment raises concerns about potential improprieties by Board members who refuse to act in accordance with what they signed to hide such potential improprieties. The offer of support is conditional on the outstanding obligation regarding the Board appointment to be closed out.

To manage expectations, if GoodBox shareholders fail to approve the funding round and GoodBox fails to secure funding by other means and becomes unable to make the due payments on invoices, the Board is expected to work pro-actively with NGi Systems as a secured creditor in evaluating to appoint an administrator. Alternative courses of action, which prejudice the contract recovery value of NGi Systems, may leave the respective Board members liable for wrongful trading, potentially putting NGi Systems in a position to duly pursue the claims, if applicable.

The above needs to be stated so that everyone involved has the same understanding of the matter, considering the pattern of serial contract breaches by GoodBox that NGi Systems has experienced over the past years. NGi Systems genuinely wants to see GoodBox succeed as a going concern and is therefore offering the above stated 5 actions of support without effectively requesting anything in return. At the same time, the GoodBox Board must honour its past duly signed commitments.

Looking forward to feedback on the decision of shareholders to approve the bridge funding round at the share price of their choice. As soon as that is confirmed and the Board appointment is in place, the support offer can be activated. This proposal is valid for 21 calendar days.

Best Regards,

Daniel

Managing Partner
NGi Systems



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