

Company No. 03071231

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS of CAMBRIDGE
MECHATRONICS LIMITED (the "Company")

Passed on 15 October 2020

At a general meeting of the Company duly convened and held at 10.00 a.m. on 15 October 2020 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT:

- (a) the Directors are hereby generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £2,995,207.5 comprising up to 1,198,083 Preferred Ordinary Shares during the period commencing on the date on which this resolution is passed and expiring on 31 October 2020. The Company may make offers or agreements before the expiry of this authority which would or might require Preferred Ordinary Shares to be allotted, or rights to be granted, after the expiry of this authority. This sub-paragraph (a) is without prejudice to the authorities granted to the Directors pursuant to article 40.3 of the Company's articles of association;
- (b) the Company's articles of association are hereby amended:
 - (i) such that the reference to "28 February 2019" in article 40.7(b) will be deleted and replaced by "31 October 2020";
 - (ii) such that the reference to "2,255,600" in article 40.7(c) will be deleted and replaced by "3,449,286";
 - (iii) by the deletion of article 24.10; and
- (c) without prejudice to article 40.11 of the Company's articles of association, the provisions of article 40.10 of the Company's articles of association shall not apply to allotments or grants by the Directors pursuant to the authority conferred by sub-paragraph (a) of this resolution.

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2. THAT:

- (a) for the purposes of the rule 3.1 of the Rules of the Cambridge Mechatronics Limited 2013 Enterprise Management Incentive Share Option Plan, the aggregate number of Ordinary Shares and A Ordinary Shares which may be allocated under the Company's employees' share incentive schemes be increased to not exceed 20 per cent. of the number of issued Preferred Ordinary Shares, Ordinary Shares and A Ordinary Shares in the capital of the Company from time to time; and
- (b) the Company's articles of association are hereby amended by the deletion of articles 40.3(b), 40.3(c) and 40.11(a);
- (c) the Directors are hereby generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £4,180.7225 comprising:
 - (i) up to 705,078 Ordinary Shares in connection with the exercise of options granted pursuant to Employee Share Option Plans (as defined in the Company's articles of association) prior to the date of the passing of this resolution; and
 - (ii) up to 967,211 Ordinary Shares in connection with options to be granted pursuant to Employee Share Option Plans after the date of the passing of this resolution.

This authority shall expire (unless previously renewed, varied or revoked) on the fifth anniversary of the date of the passing of this resolution. The Company may make offers or agreements before the expiry of this authority which would or might require Ordinary Shares to be allotted, or rights to be granted, after the expiry of this authority; and

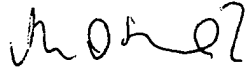
- (d) without prejudice to article 40.11 of the Company's articles of association, the provisions of article 40.10 of the Company's articles of association shall not apply to allotments or grants by the Directors pursuant to the authority conferred by sub-paragraph (c) of this resolution.

3. THAT:

- (a) the Directors are hereby generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £19.9675 comprising up to 7,987 Ordinary Shares during the period commencing on the date on which this resolution is passed and expiring on 30 June 2021. The Company may make offers or agreements before the expiry of this authority which would or might require Ordinary Shares to be allotted, or rights to be granted, after the expiry of this authority. This sub-paragraph (a) is without prejudice to the authorities granted

to the Directors pursuant to article 40.3 of the Company's articles of association;
and

- (b) without prejudice to article 40.11 of the Company's articles of association, the provisions of article 40.10 of the Company's articles of association shall not apply to allotments or grants by the Directors pursuant to the authority conferred by sub-paragraph (a) of this resolution.

A handwritten signature in dark ink, appearing to read 'M. O. H. 2', is written above a horizontal dotted line.

Director