

CSR LIMITED

(the "Company")

(Registered number: 04187346)

WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS

Dated: 22 September 2022

We, the undersigned, being the board of directors of the Company (the "Board"), pass the following written resolutions (the "Resolutions") pursuant to article 7 of the Company's articles of association, with the intent that they shall be valid and effective as resolutions passed at a meeting of the Board duly convened and held:

1. BACKGROUND

1.1 WHEREAS, it is noted that on 6 December 2013, the Company executed a loan note instrument constituting a principal nominal amount of US \$277,563,046 of unsecured notes originally due for repayment in full on 6 December 2018, which was extended to 6 December 2023, by a deed of amendment dated 7 December 2018, (the "Loan Note Instrument") and that the aggregate principal nominal amount of US \$277,563,046 of unsecured notes constituted by Cambridge Silicon Radio Holdings Limited, a limited liability company incorporated under the laws of England and Wales with company number 07624969 (the "Issuer") pursuant to the terms and conditions of the Loan Note Instrument (the "Notes") were issued and entirely registered to the Company.

1.2 WHEREAS, as part of a loan restructuring between certain entities controlled by Qualcomm Incorporated, the Parties' ultimate parent and a corporation organised under the laws of the State of Delaware and having its principal place of business at 5775 Morehouse Drive, San Diego, California 92121, United States of America (the "Loan Restructuring"), the Issuer has already declared the following distributions to be paid to the Company:

- a payment in the amount of US \$19,008,544.05; and
- the assignment of an intercompany receivable in the amount of US \$10,786,980.75 owed to the Issuer by Qualcomm Technologies International Ltd, a limited liability company incorporated under the laws of England and Wales with company number 03665875, ("QTIIL"),

which reduced the amount the Issuer owes to the Company under the Loan Note Instrument to US \$306,921,719.13.



1.3 **WHEREAS**, it is proposed that the Board considers and, if thought appropriate, approve, the redemption in full of any unpaid sums on the Notes, including any unpaid accrued interest thereon, due to the Company pursuant to the terms and conditions of the Loan Note Instrument, in consideration for the issue to the Company of 268,909,464 new ordinary shares of £1 each in nominal value in the capital of the Issuer (the "**Consideration Shares**"), and the recording of the Company as the registered holder of the Consideration Shares in the register of members of the Issuer (the "**Subscription**"). The Subscription shall be in satisfaction for the redemption in full of the Notes, and shall wholly satisfy any unpaid sums owed to the Company pursuant to the terms and conditions of the Loan Note Instrument including any unpaid accrued interest thereon (the "**Conversion**").

1.4 **WHEREAS**, it is proposed that in connection with the Conversion, the Board consider and, if thought fit, approve the entering into an agreement pursuant to which the Notes shall be redeemed and cancelled and any unpaid sums, including any accrued interest thereon, due pursuant to the terms of the Notes shall be deemed to have been satisfied conditional upon and with effect from completion of the Subscription (the "**Conversion Agreement**").

7 **DIRECTORS' INTERESTS**

2.1 **IT IS NOTED THAT**, prior to circulation of these Resolutions, the directors either:

- (a) declared, in accordance with section 177 of the Companies Act 2006 (the "**2006 Act**"), their personal interest in the matters provided for herein, and notwithstanding such disclosure, **IT IS NOTED** that the Company's articles of association permit such director to vote on these Resolutions; or
- (b) confirmed that they had no direct or indirect interest in any way in the matters provided for herein, which they were required to disclose by the Company's articles of association, section 177 of the 2006 Act or otherwise and which would prevent him from being permitted to vote on these Resolutions.

3. **DOCUMENTS CIRCULATED**

3.1 **IT IS NOTED THAT**, together with the circulation of these Resolutions, the Board has received and subsequently considered in detail the following documents relating to the Conversion:

- (a) a draft copy of the Conversion Agreement;
- (b) the copies of Loan Note Instrument; and
- (c) the copies of certificates issued to the Company pursuant to the Loan Note Instrument as evidence of the Company being the registered holder of the Notes (the "**Note Certificates**").

4. APPROVAL OF THE CONVERSION

4.1 **IT IS NOTED THAT**, that the directors of the Company owe duties and obligations to the Company, including a duty to ensure that the Conversion and the other transactions and matters described herein are likely to promote the success of the Company for the benefit of its members.

4.2 **IT IS NOTED FURTHER THAT**, after due and careful consideration of the Conversion Agreement, and in view of the above, taking account of directors' duties and obligations under Chapter 2 of Part 10 of the 2006 Act, the Company would derive commercial benefit from entering into the Conversion Agreement and having the sums owed to it under the Loan Note Instrument wholly satisfied, by the issue of the *Consideration Shares*.

5. RESOLUTIONS

5.1 After due and careful consideration **IT IS RESOLVED** that:

- (a) the Conversion and the entering into of the Conversion Agreement in connection therewith be and are hereby approved as being in the best interests of the Company;
- (b) the Conversion Agreement be and is hereby approved substantially in the form in which the document was circulated together with these Resolutions to the directors together with any changes and manuscript amendments thereto as may be approved by a director of the Company;
- (c) any director in the presence of a witness be and is hereby authorised to execute and deliver the Conversion Agreement on behalf of the Company and the Conversion Agreement shall be executed on behalf of the Company;
- (d) any director be and is hereby authorised to do any such acts as may be necessary to cancel the Notes and to arrange for the Note Certificates to be returned to the Issuer;
- (e) any director be and is hereby authorised to do all such acts and things and negotiate, agree and execute all such documents and notices as may be required in connection with the Conversion or otherwise arising directly or indirectly with the matters described above or as may be otherwise necessary or desirable in order to give effect thereto and any director be and is hereby authorised to agree any changes or amendments to the Conversion Agreement or notices on the basis that the execution by such director of such documents or notices or the witnessing or such documents or notices by such director be taken as conclusive evidence of his agreement to such amendment; and

- (f) these Resolutions may be signed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of these Resolutions.

5.2 **IN WITNESS THEREOF**, the undersigned has executed these resolutions of the Company.



Kevin Cadieux



Gordon Rowe