

Company No 04260336

XTERA COMMUNICATIONS LTD
("Company")

WRITTEN DIRECTORS' RESOLUTIONS

THURSDAY



A25 *A48E1CZF* 28/05/2015 #376
COMPANIES HOUSE

Pursuant to the articles of association of the Company and regulation 93 of Table A Companies Act 1985, we, the undersigned, being all the directors of the Company entitled to receive notice of meetings of directors of the Company, **hereby agree and confirm** that the following resolutions shall for all purposes be as valid and effectual as if they had been passed at a meeting of the directors duly convened and held

Accordingly we hereby resolve that:

- 1 the draft shareholder written resolutions ("**Written Resolutions**") appended to this directors' written resolution containing resolutions to implement certain amendments to the Company's articles of association, including, certain wording which would, *inter alia*, allow for the transfer of the Company's shares to a bank or financial institution in a situation where that bank or financial institution was exercising its rights of enforcement, be hereby

(a) approved, and

(b) distributed to all members entitled to receive the same pursuant to chapter 2 of part 13 of the Act for approval and, if necessary, a copy be sent to the Company's auditors,

and, upon the Written Resolutions being duly passed, the amendments to the Company's articles of association will thereby be effective,

- 2 the draft replacement share certificates in amounts of 3320 ordinary shares of £1 and 1789 ordinary shares of £1 (the "**New Share Certificates**") together constituting the entire issued share capital of the Company and requested pursuant to a deed of indemnity delivered by the Company's direct holding company, Azea Networks, Inc be approved and any two directors or any director in the presence of a witness who attests his signature be and are hereby authorised to execute and deliver the New Share Certificates for and on behalf of the Company, and

- 3 any director or secretary of the Company be hereby instructed to make all necessary entries in the Company's statutory books and file all returns at Companies House arising from the contents of this directors' written resolution and the passing of the Written Resolutions

Signed

Dated

05/14/2015 ..

Signed

Dated

05/14/2015 ..