



WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES
ACT 2006

Company Number: 04260336

XTERA COMMUNICATIONS LTD

(the "Company")

WRITTEN RESOLUTIONS

Circulation date 14 May 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned, being the sole member of the Company entitled to vote on the following resolutions on the Circulation Date hereby signify our agreement to such special resolutions (the "Resolutions")

Special resolutions

- 1 THAT pursuant to the provisions of section 21 of the Companies Act 2006, Article 8 of the Articles of Association of the Company shall be deleted in its entirety and shall be replaced with the following new Article 8

"8 Regulation 24 of Table A shall not apply "

- 2 THAT pursuant to the provisions of section 21 of the Companies Act 2006, the following new Article 29, Article 30 and Article 31 be inserted into the Articles of Association of the Company as follows

"29 Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (whether or not being a fully paid share) called or payable at a fixed time in respect of that share and the extension of that lien to all amounts payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security and Regulation 8 of Table A shall be modified accordingly ",

"30 Notwithstanding anything contained in these Articles (and in particular Article 31), the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer

- (a) is to any bank, institution or other person (whether as agent and trustee for a group of banks or institutions or otherwise) to which such shares have been mortgaged or charged by way of security, or in favour of any nominee of such a bank, institution or other person (a "Secured Institution"), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee or transferee in order to perfect its security over the shares, or
- (c) is executed by any Secured Institution pursuant to the power of sale or other such power existing under such security,

and a certificate by any official of such Secured Institution or other person that the shares were so mortgaged or charged and the transfer was so executed shall be conclusive evidence of such facts "

"31 Any of the directors shall forthwith register any transfer of shares to a Secured Institution upon receipt and furthermore, notwithstanding anything to the contrary contained in these Articles or in any other agreement or arrangement between the shareholders or any of them, no transferor of any shares in the Company or proposed transferor of such shares to any Secured Institution or other person to whom such shares have been mortgaged or charged by way of security or any nominee of such Secured Institution or other person, shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Articles, or any such agreement or arrangement, nor shall any Secured Institution be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise to require such shares to be transferred to them whether for valuable consideration or otherwise

No resolution shall be proposed or passed the effect of which would be to delete or amend Article 29, Article 30 or Article 31 without the prior written consent of any Secured Institution or other person which for the time being holds any mortgage or charge over any shares in the capital of the Company

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, the member(s) entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

NAME:



For and on behalf of AZEA NETWORKS, INC.

DATE 05 / 14 / 2015

NOTES:

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By hand delivering the signed copy to The Directors at Bates House, Church Road

Harold Wood, Essex, RM3 0SD

Post, returning the signed copy by post to The Directors at Bates House, Church Road

Harold Wood, Essex, RM3 0SD
- 2 If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolution to be passed they will lapse at the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Date**") You will not be taken to have agreed to any of the Resolutions until the Company actually receives this signed document from you, so please ensure that we receive it by the end of the Lapse Date, it will lapse
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

Company No. 04260336

THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

XTERA COMMUNICATIONS LIMITED

PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles "**Act**" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- (c) In these Articles, "**Associated Company**" means a company which is the Company's subsidiary, or the Company's holding company or a subsidiary of the Company's holding company
- 2 The share capital of the Company at the date of adoption of these Articles is £13,192 divided into 13,192 Ordinary Shares

ALLOTMENT OF SHARES

- 3 (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- (c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to

the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting

SHARE CERTIFICATES

- 4 The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly

SHARES

- 5 The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company Regulation 8 of Table A shall be modified accordingly
- 6 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "*and all expenses that may have been incurred by the Company by reason of such non-payment*"

TRANSFER OF SHARES

- 7 For as long as the Company is the wholly owned subsidiary (as defined in Section 736 of the Act) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee
- 8 Regulation 24 of Table A shall not apply

PROCEEDINGS AT GENERAL MEETINGS

- 9 Regulation 37 of Table A shall be read and construed as if the last sentence were omitted there from
- 10 The second sentence of Regulation 40 of Table A shall be omitted One member present in person or by proxy shall be a quorum at any general meeting
- 11 (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore, such adjourned General Meeting shall be dissolved
- (b) Regulation 41 of Table A shall not apply to the Company
- 12 Regulation 46 of Table A shall be read and construed as if the words "*any member*" were substituted for the words "*at least two members*" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted

VOTES OF MEMBERS

- 13 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly
- 14 Regulation 59 of Table A shall not apply to the Company On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative
- 15 Regulation 62 of Table A shall be read and construed as if the words "*within the United Kingdom*" were omitted there from

APPOINTMENT OF DIRECTORS

- 16 (a) Regulation 64 of Table A shall not apply to the Company
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to and in default of any such determination, the minimum number of Directors shall be one Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company The last sentence of Regulation 84 of Table A shall be omitted.
- (d) A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company
- (e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 0 above as the maximum number of Directors and for the time being in force
- (f) In Regulation 85(c) of Table A there shall be inserted after the words "*interest or benefit*" the words "*unless the Company by ordinary resolution otherwise directs*"
- 17 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers

BORROWING POWERS

- 18 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case

of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

ALTERNATE DIRECTORS

- 19 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 of Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present
- (c) Regulation 66 of Table A shall be read and construed as if the last sentence were omitted there from

DISQUALIFICATION OF DIRECTORS

- 20 Regulation 81 of Table A shall not apply to the Company The office of Director shall be vacated if the Director
- (a) resigns his office by notice in writing to the Company,
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (c) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
- (d) becomes of unsound mind,
- (e) ceases to be a director by virtue of Section 291 or 293 of the Act, or
- (f) is removed from office in accordance with the provisions of Article 15(d)

GRATUITIES AND PENSIONS

- 21 (a) The Directors may exercise the powers of the Company conferred by clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- (b) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 22 (a) Regulation 88 of Table A shall be read and construed as if the third sentence were omitted there from

(b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolutions as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

(c) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company

- 23 All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is

NOTICES

- 24 (a) A notice may be given by the Company to any Member or other persons entitled to a share in consequence of the death or bankruptcy of a Member by post or by electronic communication. Regulations 112 and 116 of Table A shall be modified accordingly

(b) Regulation 112 of Table A shall be read and construed as if the last sentence were omitted there from

(c) A notice given by post shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted and a notice given by an electronic communication shall be deemed to be given at the expiration of 24 hours after despatch of the communication. Regulation 115 of Table A shall be modified accordingly

(d) Clause 116 in Table A shall be read and construed as if the words "*within the United Kingdom*" were omitted there from

25. INDEMNITY

- 25.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every person who is or was at any time a Director or director of an Associated Company shall be indemnified out of the assets of the Company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that no such indemnity is (directly or indirectly) provided against any liability incurred by the director

(a) to the Company or to any Associated Company,

(b) to pay

(i) a fine imposed in criminal proceedings, or

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising),

(c) in relation to a decision which has become final (in accordance with sections 309B (5) to (7) of the Act)