

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTIONS

of

OPTARE PLC (THE "COMPANY")

TUESDAY



\*A6L56VZN\*

A05

12/12/2017

#151

COMPANIES HOUSE

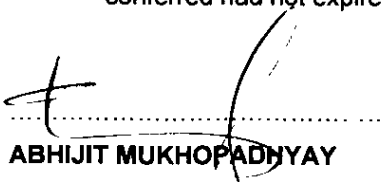
At a General Meeting of the Company held at the offices of the Company at Unit 3, Hurricane Way South, Sherburn in Elmet, Leeds, North Yorkshire LS25 6PT on 7 November 2017 the following resolutions were passed, in the case of the resolution numbered 3, as an ordinary resolution, and in the case of the resolution numbered 4, as a special resolution of the Company:-

ORDINARY RESOLUTION

3. THAT in addition to all existing authorities under that section (including any authority granted pursuant to the resolution of the Company passed at the Annual General Meeting of the Company held on 28 September 2017), the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to a maximum aggregate nominal amount of £65,725,000 to such persons, at such times and generally on such terms and conditions as the Directors (subject to the Articles of Association of the Company from time to time) in their absolute discretion may determine during the period commencing on the date of the passing of this resolution and expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date of the passing of this resolution, save that the Company may make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of this authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authorities hereby conferred had not expired.

SPECIAL RESOLUTION

4. THAT in addition to all existing powers (including any power granted pursuant to the resolution of the Company passed at the Annual General Meeting of the Company held on 28 September 2017), the Directors be and they are hereby generally empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 3 set out in the notice of general meeting of the Company dated 20 October 2017 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £65,725,000 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date of the passing of this resolution, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities pursuant to such offer or agreement after such expiry as if the power hereby conferred had not expired.

  
ABHIJIT MUKHOPADHYAY  
COMPANY SECRETARY