

Company No. 6481690

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**OPTARE PLC**



At a general meeting of the Company held on 10 November 2020, the following resolutions were duly passed as ordinary and special resolutions as specified below:

**ORDINARY RESOLUTION**

1. RESOLVED That, in addition to all existing authorities, the directors be and they are hereby:
  - (a) authorised pursuant to section 551 of the Companies Act 2006 (the **Act**) to exercise all 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 up to a maximum aggregate nominal amount of £35,000,000 for the purposes described in the notes accompanying the notice of general meeting; and
  - (b) in addition, generally and unconditionally authorised pursuant to section 551 of 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 £5,000,000 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,

in each case during the period commencing on the date of the passing of this resolution and expiring (unless 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**

2. RESOLVED That, subject to the passing of resolution 1, the directors be and they are hereby generally empowered, pursuant to section 571 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph (a) of resolution 1 set out above, 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 £35,000,000, and shall expire (unless 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 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.

3. RESOLVED That, in addition to all existing powers, subject to the passing of resolution 1, 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 paragraph (b) of resolution 1 set out above, 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 £5,000,000, and shall expire (unless 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 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