

Company Number. 06759442

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**POLAR OLED LTD (THE "COMPANY")**

On *19th November* 2015, the following written resolutions (being passed as an ordinary and a special resolution of the Company) were approved by the eligible members (as such term is defined in section 289 of the Companies Act 2006) pursuant to sections 288 to 300 of the Companies Act 2006

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") in connection with the terms of a convertible loan agreement dated on or around the date of these Resolutions which provides for the conversion of a loan in the capital amount of £70,000 00 (in aggregate), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the Directors to the extent unused

**SPECIAL RESOLUTION**

- 2 **THAT**, subject to the passing of Resolution 1, any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association and the Act) be and are hereby waived or otherwise disapplied in respect of any allotment of shares made pursuant to Resolution 1 above



Director

FRIDAY



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20/11/2015      #250  
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