

Company number: 12277558

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
MOTICS TECHNOLOGIES LTD
(the Company)



Circulated on 28 November 2022 (the Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company (the **Directors**) propose that the following resolutions (the **Resolutions**) be passed, in the cases of Resolutions 1 and 2 as ordinary resolutions of the members of the Company and in the cases of Resolutions 3 and 4 as special resolutions of the members of the Company:

ORDINARY RESOLUTIONS


1. **THAT**, in accordance with section 618 of the Act, each ordinary share of £1.00 each in the capital of the Company be sub-divided into 10,000 ordinary shares of £0.0001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association (**Articles**) for the time being.
2. **THAT**, pursuant to article 14(3) of the Articles, the provisions of article 14(1) of the Articles be disapplied in respect of the proposed purchase by the Company of 9,592 ordinary shares of £0.0001 each in the capital of the Company from Peter John Wilson for an aggregate consideration of £0.01 (the **Buyback**) such that all Directors interested in the Buyback are to be counted as participating in the decision-making process for quorum or voting purposes in relation to the Buyback.

SPECIAL RESOLUTIONS

3. **THAT** the terms of an agreement between the Company and Peter John Wilson in respect of the Buyback as set out in the draft deed attached (**Buyback Agreement**) be approved and the Company be authorised to enter into the Buyback Agreement.
4. **THAT** the articles of association attached to these Resolutions be adopted as the articles of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

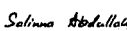
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

DocuSigned by:

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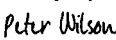
Date: 29 November 2022 | 06:16:35 PST

Harvinder Power

DocuSigned by:

A876B1BFDD344CS...

Date: 29 November 2022 | 06:13:54 PST

Melvyn Tan, signed by Salinna Abdullah pursuant to the proxy agreement dated 20 February 2020

DocuSigned by:

00DC384B654F459...

Date: 30 November 2022 | 16:05:54 GMT

Peter Wilson

NOTES

1. If you agree to all of the Resolutions (you cannot agree to some only), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
 - by hand or by post to the Company at its registered office; or
 - via DocuSign to the relevant email address provided.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Unless sufficient agreement is received for the Resolutions to pass by the end of the period of 28 days beginning with the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
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.