

Ceres Holographics Limited (the “Company”)

Registered in Scotland No. SC330746

Companies Acts

Written Record of Members’ Written Resolution

Circulation Date: 30 September 2022

On the 7th day of October 2022, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

ORDINARY RESOLUTIONS

1. THAT the Directors of the Company are hereby generally and unconditionally authorised to adopt an Employee Management Incentive option scheme for the grant of options of up to 6,781 ordinary shares of £0.01 each by the Company (“**Scheme**”) and enter into Employee Management Incentive option agreements for the grant of options by the Company to certain employees and Directors in order to recruit, retain and incentivise them, in each case in the form acceptable to the Directors of the Company in their entire discretion and the Directors be authorised to do all acts and things necessary to establish the Scheme and enter into the option agreements.
2. THAT in accordance with section 551 of the Act, the Directors of the Company be and are hereby generally and unconditionally authorised to allot up to a maximum of 2,000 growth shares of £0.01 each in the share capital of the Company in relation to the Company’s share option scheme and share option agreements from time to time for the benefit of Directors and employees of the Company and any company in the Company’s group from time to time; declaring that this authority shall expire, unless sooner revoked or altered by the Company, five years after the date of this resolution.

SPECIAL RESOLUTIONS

3. THAT all rights of pre-emption under section 561 of the Act, the Company’s Articles of Association or otherwise, be disapplied and waived in respect of any allotment of shares made pursuant to resolutions 1 and 2 above.

4. THAT the document attached be adopted as the new articles of association the Company, in place of and to the exclusion of all other previous articles of association.



AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
CERES HOLOGRAPHICS LIMITED

09 October 2022

Dated