

Company number 08905428

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

IOLIGHT LIMITED ("Company")

15th October 2021 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company ("**Directors**") propose that the following resolutions are passed as ordinary and special resolutions as specified ("**Resolution**").

SPECIAL RESOLUTION

1. Adoption of Articles of Association

That the Company adopt new articles of association as are attached to this resolution ("**New Articles**") and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTIONS

2. Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot A Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of **£1,979.554** provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date 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 resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.



SPECIAL RESOLUTION

3. Disapplication of Pre-Emption Rights

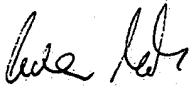
That, subject to section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by ..Andrew Monk.....
Print Name


.....
Signature

Date:

...18th October 2021.....

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

By hand: delivering the signed copy to Andrew Monk at the Company's registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.monk@iolight.co.uk. Please type "Written resolutions" in the e-mail subject box.

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BSW

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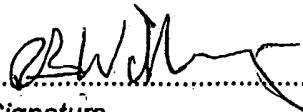
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Signed by R.B. WILLIAMS
Print Name


Signature

Date:

18th Oct 2021

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ABW

ARTS 1

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
IOLIGHT LIMITED (the "Company")

(Adopted by special resolution passed on 2021)

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless expressly provided otherwise, the following words have the following meanings:

A Ordinary Shares: means the A Ordinary Shares of £0.001 each in the capital of the Company and
A Ordinary Shareholder means a holder of any of those shares;

Acceptance: has the meaning given to it in Article 10.5;

Accepting Shareholders: has the meaning given to it in Article 16.2;

Act: the Companies Act 2006;

acting in concert: has the meaning given to it in the City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers (as amended);

Adoption Date: the date of adoption of these Articles;

Affiliated Company: in relation to a company, a person who is, from time to time, a subsidiary or holding company of that company, or is a subsidiary of that company's holding company;

Articles: the Company's articles of association for the time being in force;

B Investment Shares: means the B Investment Shares of £0.001 each in the capital of the Company and **B Investment Shareholder** means a holder of any of these shares;

Bad Leaver means a Founder or a Manager who ceases to be an employee or director of the Company or a consultant to the Company;

Authorised
John Fother 19/10/21

Res 1

Company number 08905428

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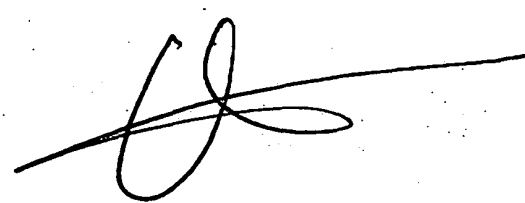
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2. Authority to Allot

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Res 2

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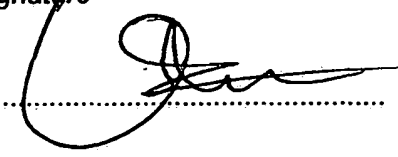
Signed by

Print Name

Signature

Date:

19/10/21



NOTES

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A handwritten signature, possibly 'W', enclosed within a hand-drawn rectangular box.

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The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by James VAUDoyer [Signature]
Print Name Signature

Date: 18th October 2021

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The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by GUY SCHOFIELD Guy Schofield
Print Name Signature

Date: 19/10/21

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The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by JOANNA SCHOFIELD
Print Name Signature

Date: 19/10/21

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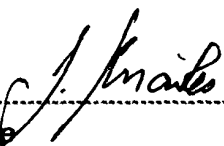
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Signed by JOHN KNOWLES
Print Name


Signature

Date:

20 OCT 2021

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Signed by Nicholas Lawson
Print Name


Signature

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E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.monk@iolight.co.uk. Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 30 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.

Total A Ordinary shares issued		16,342,475	
Christian Name	Surname	A Ordinary	
		Shares	% of As
Andrew	Monk	5,328,252	32.60%
Richard	Williams	5,000,000	30.60%
John Gerard	Foster	1,336,341	8.18%
James	Vaudoyer	331,230	2.03%
Guy	Schofield	265,000	1.62%
Joanna Jane	Schofield	265,000	1.62%
John	Knowles	185,063	1.13%
Nicholas	Lawson	130,777	0.80%
Total % of A Ordinaries consenting		12,841,663	78.58%