

# **Ceres Holographics Limited (the “Company”)**

**Registered in Scotland No. SC330746**

## **Companies Acts**

### **Written Record of Members’ Written Resolution**

**Circulation Date: 3 November 2023**

On 10 November 2023, 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, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 12,500 ordinary shares of £0.01 each (“**Ordinary Shares**”) in the share capital of the Company at a price of £200.00 per share; declaring that this authority shall (unless renewed, varied, or revoked by the Company) expire on 1 May 2024.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 20% of the fully diluted share capital of the Company from time to time in relation to options granted by the Company (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to a maximum of 15,636 Ordinary Shares and subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied 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 of the Company, in place of and to the exclusion of all other previous Articles of Association.



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AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**Ceres Holographics Limited**

10.11.23

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Dated