

Clear Surgical Ltd. (the “Company”)
Registered in Scotland No. SC441280
Companies Acts

Written Record of Members’ Written Resolutions
Circulation Date: 29 May 2020

On the 10th day of June 2020, 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 164,517 ordinary shares of £0.001 each in the share capital of the Company (“**Ordinary Shares**”); declaring that this authority shall (unless renewed, varied or revoked by the Company) expire at midnight on 31st August 2020.
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 99,334 Ordinary Shares pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements and/or share warrants established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (2) 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.

This authority revokes and replaces all authorities previously granted to the Directors to allot Ordinary Shares pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements and/or share warrants established or otherwise entered into by the Company from time to time.

SPECIAL RESOLUTION

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.

Michelle Ward

AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
CLEAR SURGICAL LTD.

11 June 2020

Dated