

Company number: 02696054

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

QIOPTIQ EUROPE LIMITED (the Company)

Date: 23rd December 2019 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (the **Directors**) propose that the special resolution below is passed by the Company (the **Special Resolution**):

SPECIAL RESOLUTION

1. Reduction of nominal value

"THAT the issued share capital of the Company be reduced from \$40,041,694 to \$1.00 by cancelling and extinguishing capital to the extent of \$40,041,693 on each issued fully paid up ordinary share of £0.000000006572427 each in the Company and reducing the nominal value of each issued fully paid up ordinary share from £ 0.000000006572427 to £0.000000000000000016414 using 1.300462 FX rate, the amount by which the share capital is so reduced be credited to a reserve."

AGREEMENT

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

The undersigned, the sole member of the Company entitled to vote on the Circulation Date, hereby irrevocably agrees to the Special Resolution.

Signed for and on behalf of

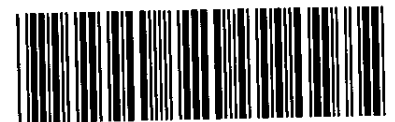
QIOPTIQ UK HOLDINGS LIMITED

Date


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.23rd December 2019

NOTES



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COMPANIES HOUSE

1. If you agree to the Special 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 methods:
 - 1.1 (either by hand or by post) to the Company at for the attention of Alison Chapman; or
 - 1.2 by attaching a scanned copy of the signed document to an e-mail and sending it to Alison.Chapman@uk.qioptiq.com. Please enter "Written resolution" in the e-mail subject box.
2. If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
4. Where, by 28 days from the Circulation Date, insufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to this Special Resolution, please indicate your agreement and notify us as soon as possible.
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.