

Company number 09024532

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
WINDAR PHOTONICS PLC

(The “Company”)

Passed on 11 July 2023

At an annual general meeting of the Company duly convened and held at WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR at 1.00 p.m. on 11 July 2023, the following resolutions were duly passed as ordinary and special resolutions (as indicated).

ORDINARY RESOLUTION

1. THAT, the Company receives and adopts the Company’s annual accounts for for the financial year ended 31 December 2022 together with the Directors' report and the auditors' report on those accounts.
2. THAT P J Hodges is re-elected as a Director.
3. THAT A J Richardson is re-elected as a Director.
4. THAT Gravita Audit Limited are appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the meeting;
5. THAT the Directors be authorised to fix the remuneration of the auditors.
6. THAT, in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or to convert any security into such ordinary shares (such ordinary shares and rights to subscribe for or to convert any security into ordinary shares being relevant securities) up to an aggregate nominal amount of £222,100, with such authorisation to expire upon the earlier of the conclusion of the next annual general meeting and 30 June 2024 (unless renewed, varied or revoked by the Company prior to or on that date) after the date of this resolution (save that the Company may before such expiry make an offer or agreement which would or might require relevant securities allotted, or rights to be granted, after such expiry and the directors may allot relevant

securities, in pursuance of such offer or agreement as if the authorisation conferred hereby had not expired).

SPECIAL RESOLUTION

7. THAT, conditional upon the passing of Resolution 6 and in substitution for any existing authorities and powers given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are hereby empowered pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 6, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power was:
- (a) limited to the allotment of equity securities in connection with an offer of equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary.
 - (b) limited to the allotment of equity securities up to an aggregate nominal amount of £222,100, and shall expire on the earlier of the conclusion of the next annual general meeting and 30 June 2024 (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 such offer or agreement as if the power hereby conferred had not expired.

Signed.....
Director