

To: LightwaveRF plc ("Company")  
Innovation Birmingham Campus  
Faraday Wharf  
Holt Street  
Birmingham B7 4BB

Dear Sirs,

**Subscription Letter**

I hereby apply to subscribe for 499,810 new ordinary shares of 5 pence each in the capital of the Company ("Subscription Shares") at a price of 8.5 pence per Subscription Share ("Subscription Price") conditional upon the admission of the Subscription Shares to trading on AIM ("Admission").

I hereby irrevocably request that, subject to Admission, the Company allot and issue to me the Subscription Shares fully paid and free of any encumbrance and that my name be entered in the register of members of the Company as the holder of the Subscription Shares.

I acknowledge and confirm that I will comply with and be bound by the settlement instructions as set out in Appendix I.

I agree to subscribe for the Subscription Shares subject to the articles of association of the Company (as varied and amended from time to time).

I acknowledge and agree that:

- I have the requisite power and authority to sign this letter and to subscribe for the Subscription Shares;
- this letter constitutes (or shall when executed constitute) valid, legal and binding obligations on me;
- no prospectus or other offering document has been or will be submitted to be approved by the Financial Conduct Authority or any regulatory authority in relation to the Subscription Shares;
- I am either an investment professional within the meaning of paragraph (5) of Article 19, a high net worth company or an unincorporated association within the meaning of paragraph (2) of Article 49, a certified high net worth individual within the meaning of paragraph (2) of Article 48, a sophisticated investor within the meaning of paragraph (1) of Article 50 or a self-certified sophisticated investor within the meaning of paragraph (1) of Article 50A, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529), as amended, or a person to whom it would otherwise be lawful to offer a participation in, and communicate with in connection with, the Subscription without the promotion being approved by or issued by an authorised person;
- my subscription for the Subscription Shares is made solely on the basis of information publicly announced to a Regulatory Information Service by or on behalf of the Company prior to the date of this letter (together, the "Information");
- I have made my own assessment of the Company, the Subscription Shares and the terms of the subscription based on the Information; and

- none of the Company, Stockdale Securities Limited or any of its affiliates has made any representation to me, express or implied, with respect to the Company, the subscription or the Subscription Shares, or the accuracy, completeness or adequacy of the Information.

This letter and Appendix I and Forms A and B annexed hereto (together the "Subscription Letter") and any disputes or claims (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed and construed in accordance with the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this letter or its subject matter or formation.

Yours faithfully

Name: Jonathan Davie

Signed by L. Matthews

Date: 28<sup>TH</sup> FEB 2019

L. Simpley

To: LightwaveRF plc ("Company")  
Innovation Birmingham Campus  
Faraday Wharf  
Holt Street  
Birmingham B7 4BB

Dear Sirs,

**Subscription Letter**

I hereby apply to subscribe for 676,660 new ordinary shares of 5 pence each in the capital of the Company ("Subscription Shares") at a price of 8.5 pence per Subscription Share ("Subscription Price") conditional upon the passing of appropriate resolutions to authorise the directors of the Company to allot, *inter alia*, the Subscription Shares and disapply the statutory pre-emption provisions ("Resolutions") and admission of the Subscription Shares to trading on AIM ("Admission").

I hereby irrevocably request that, subject to the passing of the Resolutions and Admission, the Company allot and issue to me the Subscription Shares fully paid and free of any encumbrance and that my name be entered in the register of members of the Company as the holder of the Subscription Shares.

I acknowledge and confirm that I will comply with and be bound by the settlement instructions as set out in Appendix I.

I agree to subscribe for the Subscription Shares subject to the articles of association of the Company (as varied and amended from time to time).

I acknowledge and agree that:

- I have the requisite power and authority to sign this letter and to subscribe for the Subscription Shares;
- this letter constitutes (or shall when executed constitute) valid, legal and binding obligations on me;
- no prospectus or other offering document has been or will be submitted to be approved by the Financial Conduct Authority or any regulatory authority in relation to the Subscription Shares;
- I am either an investment professional within the meaning of paragraph (5) of Article 19, a high net worth company or an unincorporated association within the meaning of paragraph (2) of Article 49, a certified high net worth individual within the meaning of paragraph (2) of Article 48, a sophisticated investor within the meaning of paragraph (1) of Article 50 or a self-certified sophisticated investor within the meaning of paragraph (1) of Article 50A, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529), as amended, or a person to whom it would otherwise be lawful to offer a participation in, and communicate with in connection with, the Subscription without the promotion being approved by or issued by an authorised person;
- my subscription for the Subscription Shares is made solely on the basis of information

publicly announced to a Regulatory Information Service by or on behalf of the Company prior to the date of this letter (together, the "Information");

- I have made my own assessment of the Company, the Subscription Shares and the terms of the subscription based on the Information; and
- none of the Company, Stockdale Securities Limited or any of its affiliates has made any representation to me, express or implied, with respect to the Company, the subscription or the Subscription Shares, or the accuracy, completeness or adequacy of the Information.

This letter and Appendix I and Forms A and B annexed hereto (together the "Subscription Letter") and any disputes or claims (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed and construed in accordance with the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this letter or its subject matter or formation.

Yours faithfully

Name: Jonathan Davie

Signed by *J. Matthews*

Date: 28th Feb 2019

*L. Simpley*

FIRM

To: LightwaveRF plc ("Company")  
Innovation Birmingham Campus  
Faraday Wharf  
Holt Street  
Birmingham B7 4BB

Dear Sirs,

**Subscription Letter**

We hereby collectively apply to subscribe for, in aggregate, 5,846,868 new ordinary shares of 5 pence each in the capital of the Company ("Subscription Shares") at a price of 8.5 pence per Subscription Share ("Subscription Price") conditional upon the admission of the Subscription Shares to trading on AIM ("Admission").

In accordance with the terms of an advance subscription agreement ("ASA") dated 25 January 2019 (as amended on 27 February 2019) and made between (1) Mainspring Nominees (8) Limited, (2) MNL Nominees Limited and (3) the Company, the Advance Subscription Funds (as defined in the ASA) shall be applied to the subscription of 3,293,268 of the Subscription Shares.

*Following instructions from Committed Capital Financial Services Limited,*  
We hereby agree to notify the Company of the allocation between us of the Subscription Shares and *Sopia Partners LLP* by no later than 3pm on 4 March 2019 ("Instructions"). *on behalf of Committed Capital Limited*

We hereby irrevocably request that, subject to Admission, the Company allot and issue to each of us the number of Subscription Shares set out against our respective names in the Instructions fully paid and free of any encumbrance and that our respective names be entered in the register of members of the Company as the holder of those Subscription Shares. *Subject to receipt of the final allocation*

We acknowledge and confirm that we will comply with and be bound by the settlement instructions as set out in Appendix I.

We agree to subscribe for the Subscription Shares subject to the articles of association of the Company (as varied and amended from time to time).

We acknowledge and agree that:

- we have the requisite power and authority to sign this letter and to subscribe for the Subscription Shares;
- this letter constitutes (or shall when executed constitute) valid, legal and binding obligations on us;
- no prospectus or other offering document has been or will be submitted to be approved by the Financial Conduct Authority or any regulatory authority in relation to the Subscription Shares;
- we are either investment professionals within the meaning of paragraph (5) of Article 19, a high net worth company or an unincorporated association within the meaning of paragraph (2) of Article 49, a certified high net worth individual within the meaning of paragraph (2) of Article 48, a sophisticated investor within the meaning of paragraph (1) of Article 50 or a self-certified sophisticated investor within the meaning of paragraph (1) of Article 50A, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529), as amended, or a person to whom it would otherwise be lawful to

offer a participation in, and communicate with in connection with, the Subscription without the promotion being approved by or issued by an authorised person;

- our subscription for the Subscription Shares is made solely on the basis of information publicly announced to a Regulatory Information Service by or on behalf of the Company prior to the date of this letter (together, the "Information");
- we have made our own assessment of the Company, the Subscription Shares and the terms of the subscription based on the Information; and
- none of the Company, Stockdale Securities Limited or any of its affiliates has made any representation to us, express or implied, with respect to the Company, the subscription or the Subscription Shares, or the accuracy, completeness or adequacy of the Information.

This letter and Appendix I and Forms A and B annexed hereto (together the "Subscription Letter") and any disputes or claims (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed and construed in accordance with the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this letter or its subject matter or formation.

Yours faithfully

Signed by Mainspring Nominees Limited  
acting as attorney for  
and on behalf of

Name: *Damian Simmens*

Signed by \_\_\_\_\_



for Mainspring Nominees (8) Limited

Date: 28 February 2019

Name:

Signed by \_\_\_\_\_

for MNL Nominees Limited

Date: \_\_\_\_\_

offer a participation in, and communicate with in connection with, the Subscription without the promotion being approved by or issued by an authorised person;

- our subscription for the Subscription Shares is made solely on the basis of information publicly announced to a Regulatory Information Service by or on behalf of the Company prior to the date of this letter (together, the "Information");
- we have made our own assessment of the Company, the Subscription Shares and the terms of the subscription based on the Information; and
- none of the Company, Stockdale Securities Limited or any of its affiliates has made any representation to us, express or implied, with respect to the Company, the subscription or the Subscription Shares, or the accuracy, completeness or adequacy of the Information.

This letter and Appendix I and Forms A and B annexed hereto (together the "Subscription Letter") and any disputes or claims (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed and construed in accordance with the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this letter or its subject matter or formation.

Yours faithfully

Name:

Signed by \_\_\_\_\_

for Mainspring Nominees (8) Limited

Date: \_\_\_\_\_

Signed by Mainspring Nominees Limited  
acting as attorney for  
and on behalf of

Name: *Damian Simmons*

Signed by \_\_\_\_\_

for MNL Nominees Limited

Date: 28 February 2019

FORM B

CERTIFICATED SETTLEMENT INSTRUCTIONS

Ref: March 2019

If you intend to have Subscription Shares subscribed by us issued in certificated form please complete the registration and delivery details on this Form and return it (together with the Subscription Letter of which this Form B forms part) by email to Kevin Edwards at kevin.edwards@lightwaverf.com by no later than 3pm on 4 March 2019 . If it is intended to split the commitment amongst several accounts, please photocopy this Form and clearly mark the consideration relating to the split in the box below.

To: LightwaveRF plc

For the attention of Kevin Edwards

<p><b>SUBSCRIPTION PARTICIPATION</b></p> <p><b>[•] ORDINARY SHARES</b></p> <p><b>£[•] SHARES CONSIDERATION</b></p>	<p><b>SPLIT ALLOCATION</b></p> <p>£..... <b>SUBSCRIPTION SHARES CONSIDERATION</b></p>
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LightwaveRF plc (the "Company")

Subscription for [•] new ordinary shares of 5 pence each ("Ordinary Shares") at 8.5 pence per Ordinary Share

**PLEASE REGISTER ANY ORDINARY SHARES FOR WHICH WE ARE SUBSCRIBING AS FOLLOWS:**

NAME: .....

ADDRESS: .....

..... POSTCODE: .....

A/C DESIGNATION (IF REQUIRED) .....

CONTACT NAME: ..... TEL NO:.....

**PERSON WHO IS RESPONSIBLE FOR ENSURING PAYMENT OF FUNDS**

NAME: .....

ADDRESS: .....

TEL NO :..... FAX NO: .....

**STOCK DELIVERY INSTRUCTIONS**

NAME: .....

ADDRESS: .....

TEL NO :.....

Dated: ..... 2019



FORM A

CREST SETTLEMENT INSTRUCTIONS

Ref: March 2019

If you intend to have Subscription Shares allocated to you issued via CREST, please complete and return this form (together with the Subscription Letter of which this Form A forms part) by email to Kevin Edwards at kevin.edwards@lightwaverf.com by no later than 3pm on 4 March 2019. If it is intended to split the commitment amongst several accounts, please photocopy this Form and clearly mark the consideration relating to the split in the box below.

To: LightwaveRF plc

For the attention of Kevin Edwards

SUBSCRIPTION PARTICIPATION	SPLIT ALLOCATION
[•] ORDINARY SHARES	£.....SUBSCRIPTION
[•] CONSIDERATION	SHARES CONSIDERATION

LightwaveRF plc (the "Company")

**Subscription for [-] new ordinary shares of 5 pence each ("Ordinary Shares") at 8.5 pence per Ordinary Share**

Consideration in respect of the Ordinary Shares

Name of CREST Account: .....

CREST Participant ID: .....

CREST Member Account: .....

Settlement Contact Name: .....

Address: .....

Telephone No: .....

Agent/custodian settlement contact:

Name: .....

Fax No: .....

Telephone No: .....

Dated: ..... 2019

To: LightwaveRF plc ("Company")  
Innovation Birmingham Campus  
Faraday Wharf  
Holt Street  
Birmingham B7 4BB

Dear Sirs,

**Subscription Letter**

We hereby apply to subscribe for 10,917,840 new ordinary shares of 5 pence each in the capital of the Company ("Subscription Shares") at a price of 8.5 pence per Subscription Share ("Subscription Price") conditional upon the passing of appropriate resolutions to authorise the directors of the Company to allot, *inter alia*, the Subscription Shares and disapply the statutory pre-emption provisions ("Resolutions") and admission of the Subscription Shares to trading on AIM ("Admission").

We hereby irrevocably request that, subject to the passing of the Resolutions and Admission, the Company allot and issue to us the Subscription Shares fully paid and free of any encumbrance and that our name be entered in the register of members of the Company as the holder of the Subscription Shares.

We acknowledge and confirm that we will comply with and be bound by the settlement instructions as set out in Appendix I.

We agree to subscribe for the Subscription Shares subject to the articles of association of the Company (as varied and amended from time to time).

We acknowledge and agree that:

- we have the requisite power and authority to sign this letter and to subscribe for the Subscription Shares;
- this letter constitutes (or shall when executed constitute) valid, legal and binding obligations on us;
- no prospectus or other offering document has been or will be submitted to be approved by the Financial Conduct Authority or any regulatory authority in relation to the Subscription Shares;
- we are either investment professionals within the meaning of paragraph (5) of Article 19, a high net worth company or an unincorporated association within the meaning of paragraph (2) of Article 49, a certified high net worth individual within the meaning of paragraph (2) of Article 48, a sophisticated investor within the meaning of paragraph (1) of Article 50 or a self-certified sophisticated investor within the meaning of paragraph (1) of Article 50A, of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (SI 2005/1529), as amended, or a person to whom it would otherwise be lawful to offer a participation in, and communicate with in connection with, the Subscription without the promotion being approved by or issued by an authorised person;
- our subscription for the Subscription Shares is made solely on the basis of information

publicly announced to a Regulatory Information Service by or on behalf of the Company prior to the date of this letter (together, the "Information");

- we have made our own assessment of the Company, the Subscription Shares and the terms of the subscription based on the Information; and
- none of the Company, Stockdale Securities Limited or any of its affiliates has made any representation to us, express or implied, with respect to the Company, the subscription or the Subscription Shares, or the accuracy, completeness or adequacy of the Information.

This letter and Appendix I and Forms A and B annexed hereto (together the "Subscription Letter") and any disputes or claims (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed and construed in accordance with the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this letter or its subject matter or formation.

Yours faithfully

Signed by **Mainspring Nominees Limited**

Name: *Damian Simmons*

acting as attorney for  
and on behalf of

Signed by \_\_\_\_\_



for Mainspring Nominees (8) Limited

Date: 28 February 2019

FORM B

CERTIFICATED SETTLEMENT INSTRUCTIONS

Ref: March 2019

If you intend to have Subscription Shares subscribed by us issued in certificated form please complete the registration and delivery details on this Form and return it (together with the Subscription Letter of which this Form B forms part) by email to Kevin Edwards at kevin.edwards@lightwaverf.com by no later than 3pm on 18 March 2019. If it is intended to split the commitment amongst several accounts, please photocopy this Form and clearly mark the consideration relating to the split in the box below.

To: LightwaveRF plc

For the attention of Kevin Edwards

<b>SUBSCRIPTION PARTICIPATION</b>	<b>SPLIT ALLOCATION</b>
<input type="checkbox"/> <b>ORDINARY SHARES</b>	£..... <b>SUBSCRIPTION</b>
£ <input type="checkbox"/> <b>SHARES CONSIDERATION</b>	<b>SHARES CONSIDERATION</b>

LightwaveRF plc (the "Company")

Subscription for  new ordinary shares of 5 pence each ("Ordinary Shares") at 8.5 pence per Ordinary Share

**PLEASE REGISTER ANY ORDINARY SHARES FOR WHICH WE ARE SUBSCRIBING AS FOLLOWS:**

NAME: .....

ADDRESS: .....

..... POSTCODE: .....

A/C DESIGNATION (IF REQUIRED) .....

CONTACT NAME: ..... TEL NO:.....

**PERSON WHO IS RESPONSIBLE FOR ENSURING PAYMENT OF FUNDS**

NAME: .....

ADDRESS: .....

TEL NO :..... FAX NO: .....

**STOCK DELIVERY INSTRUCTIONS**

NAME: .....

ADDRESS: .....

TEL NO :.....

Dated: ..... 2019

FORM A

CREST SETTLEMENT INSTRUCTIONS

Ref: March 2019

If you intend to have Subscription Shares allocated to you issued via CREST, please complete and return this form (together with the Subscription Letter of which this Form A forms part) by email to Kevin Edwards at kevin.edwards@lightwaverf.com by no later than 3pm on 18 March 2019. If it is intended to split the commitment amongst several accounts, please photocopy this Form and clearly mark the consideration relating to the split in the box below.

To: LightwaveRF plc

For the attention of Kevin Edwards

<p><b>SUBSCRIPTION PARTICIPATION</b></p> <p><input type="checkbox"/> <b>ORDINARY SHARES</b></p> <p><input type="checkbox"/> <b>CONSIDERATION</b></p>	<p><b>SPLIT ALLOCATION</b></p> <p>£.....SUBSCRIPTION SHARES CONSIDERATION</p>
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LightwaveRF plc (the "Company")

**Subscription for [•] new ordinary shares of 5 pence each ("Ordinary Shares") at 8.5 pence per Ordinary Share**

Consideration in respect of the Ordinary Shares

Name of CREST Account: .....

CREST Participant ID: .....

CREST Member Account: .....

Settlement Contact Name: .....

Address: .....

Telephone No: .....

Agent/custodian settlement contact:

Name: .....

Fax No: .....

Telephone No: .....

Dated: ..... 2019