

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM730874

|   |   |                       |   |
|---|---|-----------------------|---|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT  |                       |   |
| <b>NATURE OF CONVEYANCE:</b>  | SECURITY INTEREST   |                       |   |
| <b>CONVEYING PARTY DATA</b>   |   |                       |   |
| <b>Name</b>   | <b>Formerly</b>   | <b>Execution Date</b> | <b>Entity Type</b>                              |
| Rockley Photonics Limited   |   | 05/27/2022            | Limited Liability Company:<br>ENGLAND AND WALES |
| <b>RECEIVING PARTY DATA</b>   |   |                       |   |
| <b>Name:</b>  | Wilmington Savings Fund Society, FSB, as Collateral Agent |                       |   |
| <b>Street Address:</b>  | 500 DELAWARE AVENUE, 11th Floor                           |                       |   |
| <b>Internal Address:</b>  | WSFS Bank Center  |                       |   |
| <b>City:</b>  | WILMINGTON  |                       |   |
| <b>State/Country:</b>   | DELAWARE  |                       |   |
| <b>Postal Code:</b>   | 19801   |                       |   |
| <b>Entity Type:</b>   | Federal Savings Bank: UNITED STATES                       |                       |   |
| <b>PROPERTY NUMBERS Total: 2</b>  |   |                       |   |
| <b>Property Type</b>  | <b>Number</b>   | <b>Word Mark</b>      |   |
| <b>Serial Number:</b>   | 90732561  | ROCKLEY               |   |
| <b>Serial Number:</b>   | 97330845  | VITALSPEX             |   |
| <b>CORRESPONDENCE DATA</b>  |   |                       |   |
| <b>Fax Number:</b>  | 2149813400  |                       |   |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |   |                       |   |
| <b>Phone:</b>   | 2149813300  |                       |   |
| <b>Email:</b>   | lggrau@sidley.com   |                       |   |
| <b>Correspondent Name:</b>  | Lauren G. Grau  |                       |   |
| <b>Address Line 1:</b>  | 2021 McKinney Ave   |                       |   |
| <b>Address Line 4:</b>  | Dallas, TEXAS 75201                                       |                       |   |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 069548-30270  |                       |   |
| <b>NAME OF SUBMITTER:</b>   | Lauren G. Grau  |                       |   |
| <b>SIGNATURE:</b>   | /Lauren G. Grau/  |                       |   |
| <b>DATE SIGNED:</b>   | 05/27/2022  |                       |   |
| <b>Total Attachments: 6</b>   |   |                       |   |
| source=Trademark Security Interest Acknowledgement [Executed]#page1.tif   |   |                       |   |
| source=Trademark Security Interest Acknowledgement [Executed]#page2.tif   |   |                       |   |

CH \$65.00 90732561

source=Trademark Security Interest Acknowledgement [Executed]#page3.tif

source=Trademark Security Interest Acknowledgement [Executed]#page4.tif

source=Trademark Security Interest Acknowledgement [Executed]#page5.tif

source=Trademark Security Interest Acknowledgement [Executed]#page6.tif

ACKNOWLEDGEMENT OF TRADEMARK SECURITY INTEREST

This ACKNOWLEDGEMENT OF TRADEMARK SECURITY INTEREST (as amended, restated amended and restated, supplemented or otherwise modified from time to time, the “Trademark Security Interest Acknowledgement”) dated May 27, 2022, is made by Rockley Photonics Limited, a limited liability company incorporated in England and Wales (“Grantor”) in favor of Wilmington Savings Fund Society, FSB, solely in its capacity as Collateral Agent for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Indenture and the Debenture referred to therein.

WHEREAS, Rockley Photonics Holdings Limited, an exempted company incorporated in the Cayman Islands (the “Issuer”), the guarantors from time to time party thereto, and Wilmington Savings Fund Society, FSB as Trustee and Collateral Agent have entered into that certain Indenture, dated May 27, 2022 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Indenture”) pursuant to which the Issuer issued senior secured convertible notes in accordance with the terms of the Indenture, as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Notes”).

WHEREAS, in connection with the Indenture, the Grantor; the Issuer; Rockley Photonics, Inc., a Delaware corporation (“RPI”); Rockley Photonics Ireland Limited, a company incorporated under the laws of Ireland (“RPIL”); and Rockley Photonics OY, a limited liability company incorporated under the laws of Finland (“ROY”) entered into that certain UK Debenture dated May 27, 2022 (the “Debenture”) as a condition precedent to the issuance of the Notes under the Indenture.

WHEREAS, pursuant to an Assignment of Intellectual Property and Intellectual Property Rights executed by Issuer on May 25, 2022; by RPI on May 25, 2022; by RPIL on May 25, 2022; and by ROY on May 25, 2022 (Issuer, RPI, RPIL, and ROY are referred to collectively herein as the “Assignors”), each of the Assignors assigned, transferred, and conveyed all of its intellectual property and all of its intellectual property rights to Grantor.

WHEREAS, under the terms of the Debenture, Grantor granted to the Collateral Agent, for its benefit and the ratable benefit of the other Secured Parties, a security interest in, among other property, certain intellectual property owned by Grantor, and Grantor has agreed, as a condition thereof to acknowledge the grant of the security interest made by Grantor in the Debenture by executing this Trademark Security Interest Acknowledgement for recordation with the U.S. Patent and Trademark Office.

NOW, THEREFORE, Grantor acknowledges and agrees as follows:

SECTION 1. Acknowledgement of Grant of Security Interest. Grantor hereby acknowledges that under the terms of the Debenture, Grantor granted to the Collateral Agent, for its benefit and the ratable benefit of the other Secured Parties, a security interest in, among other property, all of Grantor’s rights, title, and interest in and to the following intellectual property owned by Grantor, in each case to the extent such intellectual property is not Excluded Property (the “Collateral”):

(a) Any trademark and service mark rights, whether registered or not, applications to register and registrations of the same and like protections, all goodwill of the business of the Grantors connected with and symbolized by such trademarks, including without limitation, the trademarks of each Grantor listed on Schedule A attached hereto (in no event shall Collateral include any application

for registration of a trademark filed with the United States Patent and Trademark Office on an intent-to-use basis until such time (if any) as a statement of use or amendment to allege use is accepted by the United States Patent and Trademark Office) and all proceeds of any and all of the foregoing (the "Trademarks").

SECTION 2. Recordation. This Trademark Security Interest Acknowledgement has been executed and delivered by Grantor for the purpose of recording it with the United States Patent and Trademark Office. The Grantor authorizes and requests that the Commissioner for Trademarks record this Trademark Security Interest Acknowledgement.

SECTION 3. Execution in Counterparts; Electronic Signatures. Section 18.10 of the Indenture (*Execution in Counterparts; Electronic Signatures*) is hereby incorporated by this reference, *mutatis mutandis*.

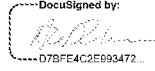
SECTION 4. Rights and Remedies. This Trademark Security Interest Acknowledgement has been entered into in conjunction with the provisions of the Debenture. Grantor does hereby acknowledge and confirm that the grant of the security interest acknowledged hereunder and the rights and remedies of the Collateral Agent with respect to the Collateral are made and fully set forth in the Debenture, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Interest Acknowledgement and the terms of the Debenture, the terms of the Debenture shall govern.

SECTION 5. Concerning the Collateral Agent. Wilmington Savings Fund Society, FSB is acting under this Trademark Security Interest Acknowledgement solely in its capacity as Collateral Agent under the Indenture and not in its individual capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges, protections, indemnities and immunities granted to it under the Indenture, as if such rights, privileges, protections, indemnities and immunities were set forth herein.

[Remainder of Page Intentionally Blank]

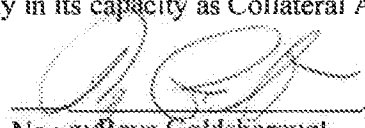
**IN WITNESS WHEREOF**, Grantor has caused this Trademark Security Interest Acknowledgement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

**ROCKLEY PHOTONICS LIMITED**, as Grantor

By:   
Name: Dr Andrew George Rickman  
Title: Director

**WILMINGTON SAVINGS FUND SOCIETY, FSB,**  
solely in its capacity as Collateral Agent

By: \_\_\_\_\_



Name: Rye Goldsborough

Title: Vice President

SCHEDULE A

TO TRADEMARK SECURITY INTEREST ACKNOWLEDGEMENT

1. UNITED STATES REGISTERED TRADEMARKS

[See attached]

2. UNITED STATES REGISTERED TRADEMARK APPLICATIONS

[See attached]

| Application No. | Applicant Name   | Inventor Name                  | Invention Title           | IPC Class | Grant Status | Application No. | Application Date | Grant No. | Grant Date |
|-----------------|------------------|--------------------------------|---------------------------|-----------|--------------|-----------------|------------------|-----------|------------|
| 007301401       | United States of | ROCKLEY                        | ROCKLEY PHOTONICS         | 9, 42     | Granted      | 79/212601       | 19/09/2016       | 5582684   | 16/10/2018 |
| 007334758       | United States of | TOPANGA with triangular device | ROCKLEY PHOTONICS LIMITED | 9, 42     | Granted      | 79/222674       | 18/08/2017       | 5552754   | 07/12/2017 |
| 007612096       | United States of | RayDriver                      | Rockley Photonics Ltd     | 9, 42     | Granted      | 79/280138       | 09/12/2019       | 6263405   | 09/02/2021 |
| 007945959       | United States of | ROCKLEY                        | Rockley Photonics Limited | 9, 10, 42 | Pending      | 90732561        | 25/05/2021       |           |            |
| 008226359       | United States of | VITALSPEX                      | Rockley Photonics Limited | 9, 42     | Pending      | 97330845        | 25/05/2022       |           |            |



TRADEMARK

REEL: 007736 FRAME: 0107

RECORDED: 05/27/2022