

Registered number: 02798685

**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTIONS**  
 of  
**CYBERGUARD TECHNOLOGIES LIMITED**

TUESDAY



\*ABGBYT96\*

A16

08/11/2022

#52

COMPANIES HOUSE

Circulation date: 27 October 2022

Pursuant to section 281 and Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the above named company (the "**Company**") propose that the written resolution listed below be passed as a special resolution (the "**Special Resolution**") by the sole eligible member of the Company, who at the Circulation Date of the Special Resolution is entitled to vote on the Special Resolution.

**SPECIAL RESOLUTION**

**1. ALTERATION OF ARTICLES OF ASSOCIATION**

**1.1 THAT**, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by the insertion of a new Article to be numbered 36A in the following terms:

**1.1.1** "36A.1 Notwithstanding anything contained in these Articles, the Directors shall not refuse to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution pursuant to the power of sale or other power under such security,

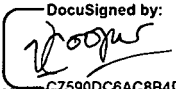
and furthermore notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution, and no Secured Institution, shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

**1.1.2** "36A.2 Notwithstanding any of the provisions in these Articles any lien on Shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any Secured Institution."

- 1.2**      **THAT**, pursuant to section 21(1) of the Act, the amended Articles of Association appended to this written resolution be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
- 2.**        These resolutions shall have effect notwithstanding any provisions of the Company's Articles of Association.

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

### **Agreement to Special Resolution**

DocuSigned by:  
  
.....C7590DC6AC8B4D6.....

For and on behalf of

**OGL COMPUTER SUPPORT HOLDINGS LIMITED**

Date: 27 October 2022

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company (or Travers Smith LLP of 10 Snow Hill, London, EC1A 2AL, for the attention of Storme Paul-Christian, on our behalf) in hard copy to by e-mail, by fax or in electronic form.
2. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
4. If the Resolutions have not been passed by midnight on the date falling 28 days from the Circulation Date, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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 you return this document.
7. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified more than 28 days after Circulation Date.