

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS OF:**

**SAFE COMPUTING HOLDINGS LIMITED**

**COMPANY NUMBER: 05541359**



The following resolutions were duly passed as special resolutions on 20 OCTOBER 2011 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTIONS**

- 1 THAT, the Articles of Association of the Company be amended by deleting all provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as the provisions of the Company's Articles of Association
- 2 THAT, the Company's Articles of Association be amended as follows
  - (a) by deleting in Article 1 1 the definitions of 'Bad Leaver', 'Deferred Shares', 'Good Leaver', 'Listing', 'Ordinary B Shares', 'Ordinary B Share Issue Price' 'Share Purchase Agreement', 'Substantiated Claim' and 'Substantiated Tax Claim' in their entirety
  - (b) by inserting in Article 1 1 new definitions as follows
    - "Ordinary A Shares means the ordinary A shares of £0 10 each in the capital of the Company and "Ordinary A Shareholder(s)" shall mean a holder(s) of Ordinary A Shares,"
    - "Sale Proceeds the aggregate consideration for the Shares that are the subject of a Sale (including the present value of any such consideration which is certain as to amount but where payment is deferred),"



to each Member holding Ordinary Shares in the proportions that the number of such Ordinary Shares held by each Member bears to the total aggregate number of issued Ordinary Shares. The holders of the Ordinary A Shares shall not be entitled to be paid any such surplus Sale Proceeds."

- (e) by deleting the existing Article 3 in its entirety and replacing it with the following Article 3

**"3 Allotment of Shares**

3.1 In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the 2006 Act) made by the Company

3.2 The Directors are generally and unconditionally authorised, for the purposes of section 551 of the 2006 Act and generally, to exercise any power of the Company to

3.2.1 offer or allot;

3.2.2 grant rights to subscribe for or to convert any security into,

3.2.3 otherwise deal in, or dispose of,

any Shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper."

3.3 The authority referred to in Article 3.2

3.3.1 shall be limited to a maximum nominal amount of £1,002.70 or such other amount as may from time to time be authorised by the Company by ordinary resolution,

3.3.2 shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution, and

3 3 3 may only be exercised for a period of five years from the date of amendment of these Articles, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired) "

- (f) by deleting the existing Article 5 1 4 in its entirety and inserting a new Article 5 2 reading

"The Directors shall subject to Article 5 4, register a transfer of Shares that is made pursuant to Article 6 or 7 "

- (g) by deleting from the existing Article 6 1 the words " or a redemption or purchase is made pursuant to Article 10 "

- (h) by inserting into existing Article 6 5 after the words " all the Members of the Company " the words " (holding the same class of Shares) "

- (i) by inserting onto the end of the existing Article 6 8 after sub Article 6 8 3 a new paragraph reading

"Notwithstanding any of the preceding provisions of this Article 6 8, the Sale Price of each Ordinary A Share in respect of which a Transfer Notice is served shall be £0 10 per Ordinary A Share "

- (j) by replacing in Article 6 16 both references to " Purchaser . ." with " transferee "

- (k) by deleting Articles 9, 10 and 11 in their entirety and by amending the numbering of the remaining Articles consequentially;

- (l) by amending the existing Article 12 4 to read

"12 4 The Selling Members may only exercise the Come Along Option by giving a Come Along Notice to the remaining Members (the "Called Members") specifying that they are required to transfer their Shares (the "Called Shares") with full

title guarantee pursuant to Article 12 1, at the same price per Share (except for any Ordinary A Shares which shall be specified to be transferred at their nominal value) and otherwise subject to the same terms and conditions as the Selling Members are proposing to transfer their Shares "

(m) by amending existing Article 12 6 to read

"12 6 Upon the exercise of the Come Along Option, the Called Members shall be obliged to sell their Called Shares at the same price per Share (except for any Ordinary A Shares which they shall be obliged to transfer at their nominal value) to be paid by the Third Party to the Selling Members and otherwise subject to the same terms and conditions as the Selling Members are proposing to transfer their Shares "

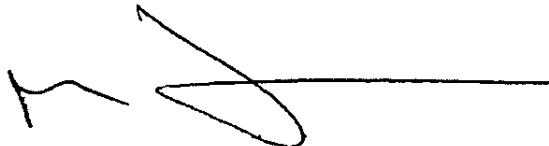
(n) by amending existing Article 13 3 to read

"13 3 Any remaining Member shall be entitled, by written notice given to the Selling Members within 5 Business Days of receipt of the Proposed Sale Notice, to be permitted to sell all of his Shares to the Third Party at the same price per Share (except for any Ordinary A Shares which they shall be permitted to sell at their nominal value) and otherwise on the same terms and conditions as those set out in the Proposed Sale Notice "

(o) by deleting all cross references to Articles that have been deleted in their entirety,

(p) by renumbering the Articles (where appropriate) sequentially and amending cross references to Articles to take account of all deletions and insertions

Signed

A handwritten signature in black ink, consisting of a stylized 'M' followed by a long horizontal line that curves upwards at the end.

~~Director~~ Company secretary\*

Date 22 DECEMBER 2011