

Company No. 07118170

The Companies Act 2006

Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

Avast plc

(the "Company")

(Passed on 21 May 2020)

At a general meeting of the Company duly convened and held at White & Case LLP, 5 Old Broad Street, London, EC2N 1DW at 10 a.m. on 21 May 2020, resolution 18 was duly passed as an ordinary resolution and resolutions 19, 20, 21 and 22 were each duly passed as special resolutions:

18. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £33,990,257.27 (such amount to be reduced by the nominal amount allotted or granted under resolution 18(b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Companies Act 2006) of £67,990,712.63 (such amount to be reduced by any allotments or grants made under resolution 18(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2021), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.



19. That, subject to the passing of resolution 18 above, the directors be given the power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash,

as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, *provided that* this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 18(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 18(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 19, up to an aggregate nominal amount of £5,099,048.50,

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2021), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

20. That, subject to the passing of resolutions 18 and 19 above, and in addition to the power given by that resolution 19, the directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by resolution 18(a); and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash,

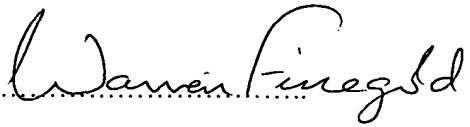
as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, *provided that* this power shall be:

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £5,099,048.50; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of

this notice, or for any other purposes as the Company in a general meeting may at any time by special resolution determine.

and shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2021), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

21. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of any of its ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, *provided that*:
- (a) the maximum number of ordinary shares which may be purchased is 101,980,970;
 - (b) the minimum price (exclusive of any expenses) that may be paid for each ordinary share is 10p;
 - (c) the maximum price (exclusive of any expenses) that may be paid for each ordinary share is an amount equal to the higher of:
 - (i) one hundred and five per cent. (105%) of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five (5) business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting in 2021 or on 30 June 2021, whichever is the earlier; and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
22. That a general meeting of the Company (other than an annual general meeting) may be called on not less than fourteen (14) clear days' notice.

A handwritten signature in black ink, reading "Warren Finegold". The signature is written in a cursive style with a dotted line underneath.

Warren Finegold

Chairman of the General Meeting

Avast plc

21 May 2020