

Company No. 07207304

Private Company Limited by Shares

Written Resolutions(s)

of

The Board of Directors

of

Privax Limited (the "Company")

1. Preliminary Matters

- 1.1 We, the undersigned, being the directors of the Company, hereby pass the following written resolutions as if they had been passed at a meeting of the directors of the Company duly convened.
- 1.2 Each director hereby confirms that he has no direct or indirect interest in the business to be transacted by way of these written resolutions which he is required by the articles of association of the Company or by Section 177 of the Companies Act 2006 (the "**Companies Act**") or otherwise to disclose.

2. Background and Purpose

- 2.1 It was noted that the purpose of the resolutions was to consider, and if thought fit, approve the Company taking an audit exemption for the financial year ending 31 December 2021 pursuant to section 479A of the Companies Act 2006 (the "**Proposed Exemption**") and to tend to certain formalities in connection with the Proposed Exemption.

3. Documents Reviewed by the Directors

- 3.1 The following documents have previously been circulated to and reviewed by each of the directors of the Company:
 - (a) a form of Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), to be executed by a director on behalf of the Company and by a director on behalf of Avast plc (the "**Parent**"), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending on 31 December 2021 in accordance with section 479C of the Companies Act 2006 (the "**Statement of Guarantee**"); and
 - (b) a form of unanimous agreement of the sole member of the Company agreeing to the Company taking the Proposed Exemption (the "**Member's Agreement**").(together, the "**Documents**").

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4. Consideration of the Documents

- 4.1 It was noted that the Company met the exemption criteria set out in section 479A(1) of the Companies Act 2006 but that the Proposed Exemption was conditional on compliance with all of the following conditions:
- (a) all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
 - (b) the Parent must give a guarantee under section 479C of the Companies Act 2006 in respect of that year;
 - (c) the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the provisions of Directive 2013/34/EU of the European Parliament and the Council on the annual financial statements, consolidated statements and related reports of certain types of undertakings or international accounting standards;
 - (d) the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of the Companies Act 2006; and
 - (e) the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Companies Act 2006;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the Companies Act 2006;
 - (iii) a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the Companies Act 2006;
 - (iv) a copy of the auditor's report on those accounts; and
 - (v) a copy of the consolidated annual report drawn up by the Parent.
- 4.2 It was also noted that the form of Statement of Guarantee, previously circulated to and reviewed by each of the directors of the Company, would satisfy the requirements of section 479C(2) of the Companies Act 2006 once executed on behalf of the Company and the Parent.
- 4.3 It was further noted that the form of Member's Agreement, previously circulated to and reviewed by each of the directors of the Company, would satisfy the requirements of section 479A(2)(a) of the Companies Act 2006 once executed on behalf of the sole member of the Company.

5. Resolutions

- 5.1 We, the undersigned, being the directors of the Company, note that we are required by law to act in the way we consider, in good faith, would be most likely to promote the success of the Company for the benefit of the members as a whole and **HEREBY RESOLVE:**
- (a) that adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole;

- (b) that the terms of the Statement of Guarantee be and are approved and that the Company execute the Statement of Guarantee;
- (c) that any director of the Company be and is authorised to sign the Statement of Guarantee on behalf of the Company;
- (d) to approve the Member's Agreement and circulate it to the sole member of the Company for signature;
- (e) that the Company's accounts for the year ending 31 December 2021 would include a statement on the balance sheet that:

"Audit Exemption Statement:

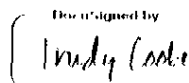
For the year ending 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.


The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.";

- (f) that the legal team be instructed to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the following to be delivered to Companies House on or before the date on which the Company files its accounts for the financial year ending on 31 December 2021:
 - (i) a copy of the Member's Agreement;
 - (ii) the Statement of Guarantee;
 - (iii) a copy of the consolidated accounts of the Parent in which the Company is included;
 - (iv) a copy of the auditor's report on the consolidated accounts referred to in 10.2(c) above; and
 - (v) a copy of the consolidated annual report drawn up by the Parent; and
- (g) that these resolutions shall be valid and effectual as if they had been passed at a meeting of the directors of the Company duly convened and held.

DocuSigned by


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Director
Trudy Cooke

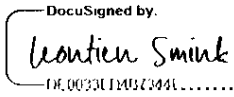
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Director
Stuart Simpson

30/6/2022

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Director
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29/6/2022

Date of signature