

Company number: 07458539

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of  
S3 ID GROUP LIMITED**

**Circulation date: 15<sup>th</sup> June 2020**



In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolutions are passed as ordinary and special resolutions of the Company (as indicated):

**1. SPECIAL RESOLUTION**

**THAT** the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

**2. ORDINARY RESOLUTION**

**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and rights being together referred to in this resolution as **Relevant Securities**) up to an aggregate nominal value of £1,000 consisting of 1,000 C ordinary shares of £1.00 (**C Shares**) to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**3. SPECIAL RESOLUTION**

**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 2 above as if neither section 561 of the Act nor any rights of pre-emption on the issue or allotment of equity securities set out in the articles of association of the Company applied to any such allotment provided that this authority and power shall on the day before the fifth anniversary of the date of the passing of this resolution], save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

**4. UNANIMOUS RESOLUTION**


**THAT** the requirement in clause 16.2 of the shareholders' agreement in respect of the Company between (1) S3 ID Singapore Pte Limited; (2) Derek Gennard; (3) Cyblin AS; (4) Eivind Fredriksen; (5) Hagrola Consulting AS; (6) Gro Gauthun Kielland; and (7) the Company entered into on 22 July 2013 that no shares shall be issued unless the person to whom they are issued signs a deed of adherence (in the form set out in Schedule 5) is hereby waived and disapplied so that the persons to whom the C Shares above are issued allotted are not required to sign such a deed.

A handwritten signature in black ink, appearing to be 'GAT'.

The undersigned, being all the persons eligible to vote on the above resolutions on the circulation date hereby irrevocably agree to each of those resolutions.

.....  
Director/authorised signatory  
For and on behalf of S3 ID Pte Limited

Date: 2020

 GRO O'KELLAND

.....  
Director/authorised signatory  
For and on behalf of Hagrola Consulting AS

Date: 15th June 2020

.....  
Derek Gennard

Date: 2020

.....  
Alan Stubbs

Date: 2020

**NOTE:**

The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolutions please ensure that your agreement reaches us before that date.

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.....  
Director/authorised signatory  
For and on behalf of S3 ID Pte Limited

Date: 2020

.....  
Derek Gennard

Date: 2020

.....  
Director/authorised signatory  
For and on behalf of Hagrola Consulting AS

Date: 2020

.....  



Alan Stubbs

Date: 15 June 2020

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Director/authorised signatory  
For and on behalf of S3 ID Pte Limited

Date: 15-6-2020

Director/authorised signatory  
For and on behalf of Hagroia Consulting AS

Date: 2020

Derek Gennard

Date: 2020

Alan Stubbs

Date: 2020

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For and on behalf of S3 ID Pte Limited

Date: 2020



Derek Gennard

Date: 15 June 2020

Director/authorised signatory  
For and on behalf of Hagola Consulting AS

Date: 2020

Alan Stubbs

Date: 2020

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