

Company Number: 08033029

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ACCESS SYSTEMS (UK) LIMITED

(Company)

Circulation Date: 25 January 2019

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolution is passed as a special resolution of the Company:


SPECIAL RESOLUTION

THAT, 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 section 550 of the Act as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities (i) up to an aggregate nominal amount of £220,200 in respect of warrants to subscribe for 220,200 ordinary shares of £1 each in the capital of the Company created pursuant to the terms of a warrant agreement made between the Company and NPIF NW Equity LP (registered number LP017870) acting by its partner NPIF NW Equity (GP) Limited (**NPIF**) on 21 February 2018 (as amended by the deed of variation entered into by the Company on or around the date of this resolution); and (ii) up to an aggregate nominal amount of £112,851 in respect of warrants to subscribe for 112,851 ordinary shares of £1 each in the capital of the Company created pursuant to the terms of a warrant agreement made between the Company and NPIF on or around the date of this resolution, and shall expire 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.

Please read the notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, being all of the persons eligible to vote on the above resolution on the Circulation Date hereby irrevocably agree to the above resolution.




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For and on behalf of

Access Systems, Inc.

Date: 25 January 2019

NOTES:

1 If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Access Systems (UK) Limited, City Tower, Piccadilly Plaza, Manchester M1 4BT.
- **Post:** returning the signed copy by post to Access Systems (UK) Limited, City Tower, Piccadilly Plaza, Manchester M1 4BT.

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

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