

Company number: 12140968

ORDINARY AND SPECIAL RESOLUTIONS

OF

VECTOR CAPITAL PLC ("Company")

Passed on 14 December 2020

At a general meeting of the Company duly convened and held at 13 Sovereign Park, Coronation Road, London, NW10 7QP on 14 December 2020 at 10:10am, the following resolutions were duly passed as an ordinary and a special resolution.

1. SUB-DIVISION

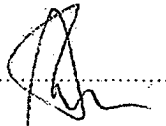
THAT, in accordance with section 618 of the Companies Act 2006, the 17,000,000 ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 34,000,000 ordinary shares of £0.005 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions as the ordinary shares as set out in the Company's articles of association to be adopted in accordance with resolution 2 below.

2. AMENDMENT TO ARTICLES

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 101.2 and replacing it with the following new article 101.2:

"The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (as regards the subsidiary undertakings, so far as by such exercise they can secure) that the aggregate of the amounts borrowed by the Group and remaining outstanding at any time (excluding intra-Group borrowings) shall not without the previous sanction of an ordinary resolution of the Company exceed an amount equal to five times the Adjusted Capital and Reserves."

Signed.....



Director

