

Company number: 12140968

SPECIAL RESOLUTION

OF

VECTOR CAPITAL PLC ("Company")

Passed on 12th November 2020

At a general meeting of the Company duly convened and held at 13 Sovereign Park, Coronation Road, London, NW10 7QP on 12th November 2020 at 3.30pm, the following resolution was duly passed as a special resolution.

1. THAT:

- 1.1 the appropriation of distributable profits of the Company (as shown in the accounts of the Company made up to 31 December 2019) to the payment of the interim dividend of £0.041118 per £0.01 ordinary share at a total cost of £699,000 paid on 31 December 2019 (the "**December Distribution**") be and is authorised, by reference to the same record date as the original accounting entry for the December Distribution;
- 1.2 any and all claims which the Company has or may have arising out of or in connection with the payment of the December Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the December Distribution being in each case Vector Holdings Limited and Vector Newco Limited be waived and released, and a deed of release in favour of such shareholders be entered into by the Company in the form produced to the Meeting and initialled by the chairman for the purposes of identification and any director of the Company ("**Director**") in the presence of a witness, any two Directors of the Company or any Director of the Company and the company secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
- 1.3 any and all claims which the Company has or may have against each of its Directors and or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased, arising out of or in connection with the approval, declaration or payment of the December Distribution be waived and released and that a deed of release in favour of each of such Directors, be entered into by the Company in the form produced to the Meeting and initialled by the chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the company secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

Signed.....

Director

