

Company number 12140968

**FILING PRINT OF
ORDINARY AND SPECIAL RESOLUTIONS**

OF

VECTOR CAPITAL PLC (Company)

SATURDAY



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22/05/2021

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COMPANIES HOUSE

Passed on 11 May 2021

At an annual general meeting of the Company duly convened and held at 13 Sovereign Park, London NW10 7QP on 11 May 2021 at 11.00am, the following resolutions were duly passed as an ordinary and special resolutions.

ORDINARY RESOLUTION

5. Directors' Authority to Allot Securities

That in accordance with Section 551 of the Companies Act 2006 (the "**Act**") the Directors be generally and unconditionally authorised to allot ordinary shares of 0.5p each in the Company ("**shares**"), to grant rights to subscribe for shares or to convert any security into shares: (i) up to an aggregate nominal amount of £75,000 consisting of 14,000,000 shares; and (ii) in connection with a rights issue by the Company, up to a further aggregate nominal amount of £75,000 consisting of 14,000,000 shares. This authority shall expire upon the earlier of: (i) the end of the next Annual General Meeting; or (ii) the close of business on 11 August 2022, but the Company may make an offer or agreement during this period which would or might require shares to be allotted or rights to be granted after the authority ends and the directors may allot shares or grant such rights to fulfil those offers or agreements as if this authority had not expired. This authority replaces all previous.

For the purposes of this resolution, a rights issue means an offer to ordinary shareholders to subscribe for further securities in proportion to their existing holdings, made by means of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to any exclusions or other arrangements which the directors may deem necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

SPECIAL RESOLUTIONS

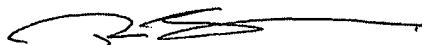
6. Dis-application of Pre-Emption Rights

That, subject to and conditional on the passing of resolution 6, the Directors be authorised, pursuant to section 570 of the Act, to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by resolution 6 and/or to sell shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited to: (i) the allotment of equity securities or sale of treasury shares in connection with a rights issue, open offer or other issue or offer to ordinary shareholders in proportion (as nearly as possible) to their existing holding of shares (but subject to such exclusions or other

arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory or any other matter); and (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £75,000 such authority to expire at the end of the next Annual General Meeting (or, if earlier, at the close of business on 11 August 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

7. Dis-application of Pre-Emption Rights

That, subject to and conditional on the passing of resolution 6, the Directors be authorised, pursuant to section 570 of the Act, in addition to any authority granted under resolution 7, to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by resolution 6 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be: (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £75,000; and (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on the Disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next Annual General Meeting (or, if earlier, at the close of business on 11 August 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.



Signed.....

Director – Robin Stevens