

Company Number: 14200611

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ADCAPTCHA LTD (the "Company")

12 April

..... 2023 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the following resolutions are passed in the case of the resolution numbered 1 below, as an ordinary resolution and in the case of the resolutions numbered 2 and 3 below, as special resolutions (each a "Resolution" and together the "Resolutions").

ORDINARY RESOLUTION

1. THAT, subject to the passing of Resolution 3, the directors be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all 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 up to a maximum aggregate nominal amount of £5,000,000, provided that:
 - (a) unless revoked, varied or extended, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
 - (b) the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551, which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association from time to time or the 2006 Act) in respect

of the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disappplied.

3. THAT the articles of association attached to these Resolutions for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of all existing articles of association of the Company.

AGREEMENT

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

These Resolutions may be executed in one or more counterparts, each of which were executed shall be an original, but all counterparts together shall constitute one of the same instrument.

The undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

[signature page to follow]

Signed by: ALFRED HENRY SCARBOROUGH

Dated: 12 April 2023

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Alfred Henry Scarborough
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NOTES:

1. You may choose to agree to all of the Resolutions or none of them, but you may not agree to some only of the Resolutions.
2. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) electronically by following the link contained within an email sent to you from DocuSign.
3. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 28 days following the Circulation Date.
4. If the Resolutions have not been passed by the end of day 28 of the Circulation Date, it will lapse.
5. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
6. If you do not agree to the Resolutions, you need not take any action; you will not be deemed to agree to the Resolutions if you do not reply.
7. In the case of joint holders of shares, only the votes of the senior holder who votes will be counted by the Company. For this purpose, seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
8. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.