

# Cyan Forensics Ltd

Registered in Scotland No. SC538756

## Companies Acts

### Written Record of Members' Written Resolution

Circulation Date: 13 June 2018

On the 20<sup>th</sup> day of JUNE 2018, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company:

#### ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors are generally and unconditionally authorised to allot and issue up to 59,655 A shares of £0.0001 each in the share capital of the Company pursuant to the second supplementary investment agreement among the Founders, the Company and others to be entered into on or around the date of this resolution provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date of this resolution. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors are generally and unconditionally authorised to allot and issue up to 5,592 ordinary shares of £0.0001 each in the share capital of the Company pursuant to the second supplementary investment agreement among the Founders, the Company and others to be entered into on or around the date of this resolution provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the date of this resolution. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
3. THAT, in accordance with section 551 of the Companies Act 2006, the directors are generally and unconditionally authorised to allot and issue up to 23,243 ordinary shares of £0.0001 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (2) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make

TUESDAY



SCT

\*S78WTPF\*

26/06/2018

COMPANIES HOUSE

#77

an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

#### **SPECIAL RESOLUTION**

4. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions (1), (2) and (3) above.



AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**CYAN FORENSICS LTD**

20 June 2018

Dated