

MemCrypt Limited (the “Company”)

Registered in Scotland No. SC685619

Companies Acts

Written Record of Shareholders’ Written Resolution

Circulation Date: 1 November 2023

On 2 November 2023, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the Shareholders of the Company entitled to attend and vote at a general meeting of the Company: -

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006 directors of the Company be and are hereby generally and unconditionally authorised to issue and allot up to 10,000 ordinary shares of £0.001 nominal value each, pursuant to any convertible loan agreements and/or instruments entered into by the Company on or before the date hereof, including prior to the circulation date of these resolutions, subject always to the condition that this authority shall expire on expiry of the period of five years from the date of passing this resolution (unless varied, revoked or renewed by the Company by shareholder resolution or in general meeting) provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot such shares in pursuance of such offer or agreement as if the power hereby conferred had not expired.

SPECIAL RESOLUTION

2. 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 resolution 1 above.

 *Peter Jaca*

AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
MemCrypt Limited

2 November 2023

Dated