

Company Number: 05164220

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**IRISGUARD UK LIMITED (THE "COMPANY")**

The directors of the Company propose the following resolution (the "**Resolution**") to be passed as a written resolution of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolution is proposed as a special resolution.

**SPECIAL RESOLUTION**

- 1 THAT in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of 4,450,416, excluding those shares currently in issue, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

By order of the Board



Director

Registered in England and Wales no. 05164220

Registered office: C/O Bishop Fleming 2nd Floor Stratus House Emperor Way, Exeter Business Park, Exeter Devon, EX1 3QS

**Circulation Date:** 29 May 2018

The Resolution will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date.

**AGREEMENT**

We, the undersigned, being the sole member of the Company who are entitled to vote on the Resolution on the Circulation Date, hereby signify our agreement to the Resolution.

WEDNESDAY



A24 \*A77JE4JD\* 06/06/2018 #336  
COMPANIES HOUSE



**FOR AND ON BEHALF OF  
IRISGUARD INC**

29 May 2018

**DATED**

**NOTE**

You may signify your agreement to the Resolutions by signing a hard copy of this document and delivering it by hand or sending it by fax or email to any director, the Company's solicitors EMW or the registered office.