

**CEVA GROUP PLC
(Company No. 5900853)**

COPY OF RESOLUTION

PASSED ON 11 FEBRUARY 2019

THURSDAY



A19 *A7ZAAQ0I* #111
14/02/2019
COMPANIES HOUSE

At a general meeting of CEVA Group Plc (the "**Company**") duly convened and held at CEVA House, Excelsior Road, Ashby de la Zouch, Leicestershire LE65 9BA on 11 February 2019 at 14:30 GMT, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by:

(a) the addition of a new Article 5 (*Appointment of Directors*) in the following terms:

"5. APPOINTMENT OF DIRECTORS

In addition to the provisions of Model Article 20, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by notice in writing to the Company signed by (or, in the case of a corporation, signed on its behalf by a director or by a person authorised by a decision of the directors or other governing body) the holder or holders of a majority in nominal value of the shares (and may consist of several documents in similar form each signed by or on behalf of one or more holders), such appointment to take effect when the notice is received by the Company or on such later date (if any) specified in the notice."

(b) the renumbering of the current article 5 (*Proceedings of Directors*) as Article 5A;

(c) the changing of the cross reference to "article 5.2" in Article 5.1 of the current articles of association to "article 5A.2"; and

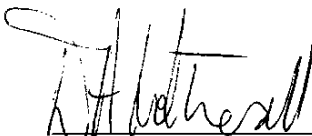
(d) the addition to Article 6 (*Termination of Director's Appointment*) of a new Article 6(c) and a new Article 6(d) as follows (the new text highlighted in bold):

"6. TERMINATION OF DIRECTOR'S APPOINTMENT

In addition to the events terminating a director's appointment set out in Model Articles 22(a) to (c) inclusive and (f), a person ceases to be a director as soon as:-

- (a) *(that person is, or may be, suffering from mental disorder and either:-*
- (i) *he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or*
 - (ii) *an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have; or*
- (b) *that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office; or*
- (c) **the directors make a decision to terminate that person's appointment as a director; or**
- (d) **that person is removed as a director by notice in writing to the Company signed by (or, in the case of a corporation, signed on its behalf by a director or by a person authorised by a decision of the directors or other governing body) the holder or holders of a majority in nominal value of the shares (and may consist of several documents in similar form each signed by or on behalf of one or more holders), such removal to take effect when the notice is received by the Company or on such later date (if any) specified in the notice,**

any such removal pursuant to (c) or (d) without prejudice to any claim such director may have for breach of any contract of service between him and the Company."



Chairperson