

## WRITTEN RESOLUTIONS

of the member of

**OPSEC ONLINE LIMITED (the "Company")**

We, the undersigned being the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company, acting pursuant to the powers contained in the Articles of Association of the Company, and in accordance with Chapter 2 of Part 13 of the Companies Act 2006, pass the following resolutions as special resolutions (the "**Resolutions**") to take immediate effect as if they had been passed as special resolutions at a general meeting duly convened and held:

## SPECIAL RESOLUTIONS

**THAT** the articles of association be amended by the insertion of a new article 26(6) immediately after the existing article 26(5) as follows:

"Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a "**Secured Institution**");
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
- (c) is expected by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or
- (d) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."



2. **THAT** the articles of association be amended by the insertion of a new article 30 immediately after the existing article 29 (with all article numbers thereafter renumbered accordingly) as follows:

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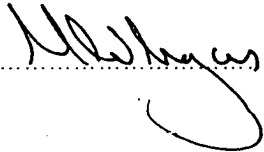
Notwithstanding any of the provisions in these articles whether expressly or impliedly contradictory to the provisions of this article 30 (to the effect that any provision contained in this article 30 shall override any other provision of these articles), any lien on shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour of any bank or institution, on behalf of any bank or institution or to any nominee of such a bank or institution.”

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We, the undersigned, being the sole member of the Company who on the circulation date of the Resolutions would have been entitled to vote on the Resolutions, agree to the Resolutions:

**SIGNED** for an on behalf of  
**ORCA BIDCO LIMITED**

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Date        2 April    2020