

**Cyan Forensics Ltd (the "Company")**  
**Registered in Scotland No. SC538756**

**Companies Acts**

**Written Record of Members' Written Resolution**

**Circulation Date: 3<sup>rd</sup> December 2018**

On the 13th day of December 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 the Directors of the Company are hereby generally and unconditionally authorised to adopt an unapproved share option scheme for the grant of options of up to 6,693 ordinary shares of £0.0001 each by the Company ("**Scheme**") and enter into unapproved share option agreements for the grant of options by the Company to certain non-executive Directors of the Company and any company in the Company's group from time to time in order to recruit, retain and incentivise them, in each case in the form acceptable to the Directors of the Company in their entire discretion and the Directors be authorised to do all acts and things necessary to establish the Scheme and enter into the option agreements.
2. THAT in accordance with section 551 of the Companies Act 2006 ("**Act**"), the Directors of the Company be and are hereby generally and unconditionally authorised to allot up to a maximum of 5,470 ordinary shares of £0.0001 each in the share capital of the Company in relation to the Scheme and unapproved share option agreements from time to time for the benefit of non-executive Directors of the Company and any company in the Company's group from time to time; declaring that this authority shall expire, unless sooner revoked or altered by the Company, five years after the date of this resolution.

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**SPECIAL RESOLUTION**

3. 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 (2) above.

A handwritten signature in black ink, appearing to be 'A. J. Smith', written over a horizontal line.

AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**Cyan Forensics Ltd**

13<sup>th</sup> Dec 2018

Dated