

6. That, subject to the passing of resolution 5 above, the Directors be empowered in accordance with Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred on them pursuant to resolution 5 above as if Section 561(1) of the Act or any pre-emption provisions contained in the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) without accepting an undertaking to do work for the Company as mentioned in section 585 of the Act and in lieu of remuneration to any Directors, employees or consultants of the Company as approved by the Board and/or pursuant to any equity incentive arrangements approved from time to time by the Board;
 - (b) in connection with an open offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory; and
 - (c) otherwise than pursuant to sub-paragraphs (a) and (b) above up to an aggregate nominal amount equal to £431,038 (representing 20% of the nominal value of the issued ordinary share capital of the Company rounded down to the nearest sterling at the date of this notice),

and such power shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company to be held in 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

7. That the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Chairman
Date: 28 September 2021
Registered Office:
Optiva Securities Ltd
49 Berkeley Square
London
W1J 5AZ

Explanatory notes to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company but must attend the meeting to represent you.
2. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. To request additional Forms of Proxy, please contact the Company Secretary at the registered office of the Company. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares a proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
3. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman, write the full name of your proxy in the box provided in the Form of Proxy.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. In the absence of instructions, the person appointed as proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
5. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. To be effective, the Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power of authority) and lodged at the registered office of the Company on or before 10.00 a.m. on 26 October 2021 being not more than 48 hours (excluding non-working days) prior to the time fixed for the meeting). Whether or not you propose to attend the Annual General Meeting, please complete, sign and submit a Form of Proxy to the Company Secretary by no later than the time and date specified above.
7. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, which is discouraged because of the COVID pandemic, your proxy appointment will automatically be terminated.

8. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company by 10.00 a.m. on 26 October 2021 (being not more than 48 hours (excluding non-working days) prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, by 10.00 a.m. on such date being not more than 48 hours (excluding non-working days) prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.
9. A company which is a member can appoint one or more corporate representatives provided in the case of more than one appointment, they relate to different shares, who may exercise, on its behalf, all its powers as a member. Additionally, if a company which is a member wishes to appoint a proxy, the proxy form or letter of appointment of a corporate representative must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.