

**UNOFFICIAL TRANSLATION
DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION
ICTS INTERNATIONAL N.V.**

On [•] appeared before me, Remco Bosveld, civil-law notary (*notaris*) in Amsterdam, the Netherlands:

[•]

The person appearing declared the following:

Whereas

On [•], the general meeting of **ICTS International N.V.**, a limited liability company (*naamloze vennootschap*), incorporated and organized under Dutch law, having its registered office in Amstelveen, the Netherlands, with address at Walaardt Sacréstraat 425, 5th floor, 1117 BM Schiphol, municipality Haarlemmermeer, the Netherlands, registered with the trade register under number 33279300 (the '**Company**'), has resolved to amend the articles of association of the Company partially.

The general meeting further resolved to authorize the person appearing to execute the deed of amendment of the articles of association.

Amendment of the articles of association

Pursuant to the aforementioned resolution and authorization the person appearing, acting as mentioned, declared to amend the articles of association of the Company partially as follows:

1 Amendment A

Article 4 is amended and shall read as follows:

"Definitions.

Article 4.

1. In the articles of association the following words shall have the following meanings;
 - a. management board/management board member(s): the management board/management board member(s) within the meaning of Book 2 of the Dutch Civil Code;
 - b. supervisory board/supervisory board member(s): the supervisory board/supervisory board member(s) within the meaning of Book 2 of the Dutch Civil Code;
 - c. shares: shares in the capital of the company;
 - d. general meeting: the company body formed by shareholders and other persons entitled to vote on shares;
 - e. general meeting of shareholders: the meeting of shareholders and other persons with meeting right;
 - f. annual meeting: the general meeting of shareholders for the purpose of discussion and adoption of the annual accounts;
 - g. annual accounts: the balance sheet and the profit and loss account with the explanatory notes, both prepared as well as adopted, unless the context indicates otherwise;

- h. meeting right: the rights designated by law to holders of depositary receipts for shares issued with the cooperation of the company;
 - i. the law: the law of the Netherlands.
2. In these articles of association, the term "in writing" shall mean by letter, by e-mail, or by any other legible and reproducible message transmitted by electronic means, provided that the identity of the sender can be established with sufficient certainty."

2 Amendment B

Article 7 paragraph 1 is amended and shall read as follows:

- "1 With due observance of the provisions of the law, a register shall be kept by or on behalf of the company with respect to registered shares, which register shall be kept up to date and may (entirely or partly) consist of several copies and be kept in several places, all as the management board shall decide."

3 Amendment C

Article 14 is amended and shall read as follows:

"Management Board.

Article 14.

1. With due observance of the articles of association and the law, the management board shall be charged with the management of the company. In performing their duties the management board members shall act in accordance with the interests of the company and the business connected with it.
2. If there is more than one management board member, the management board members may divide their duties by mutual agreement.
The supervisory board shall be authorized to amend the by the management board members established division of their work.
3. The management board decides by direct majority vote.
If there is a tie in voting, the proposal shall be deemed to have been rejected.
4. The management board may also pass resolutions outside of a meeting, provided this is done in writing, all management board members have cast their votes and none of them has objected to this manner of decision making.
5. The company shall be represented by the management board. Any two members of the management board acting jointly shall also be authorized to represent the company.
6. The management board shall be authorized to appoint officers with power of representation with such titles and powers as it may determine.
7. A management board member shall not participate in deliberations and the decision-making process in the event of a direct or indirect personal conflict of interest between that management board member and the company and the enterprise connected with it. If there is such personal conflict of interest in respect of all management board members, the decision shall be taken by the supervisory board.
8. A management board member shall hold office until he resigns, deceases or is dismissed.
9. In the event of a vacant seat or upon inability to act of one or more management board members, the remaining management board members or the only remaining management board member shall temporarily be in charge of the entire management.
10. In the event all seats are vacant or upon inability to act of all management board members, a person to be appointed for that purpose for an indefinite period of time by the supervisory board or otherwise shall temporarily be in charge of the entire management."

4 Amendment D

After **Article 15 paragraph 8 three new paragraphs** are inserted, reading as follows:

- "9. A supervisory board member shall not participate in the deliberations and decision-making

process in the event of a conflict of interest between that supervisory board member and the company and the enterprise connected with it. If there is such a personal conflict of interest in respect of all supervisory board members, the preceding sentence does not apply and the supervisory board shall maintain its authority.

10. In the event of a vacant seat or upon inability to act of one or more supervisory board members, the remaining supervisory board members or the only remaining supervisory board member shall temporarily be in charge with the exercise of the duties and powers of the supervisory board member in question.
11. In the event all seats are vacant or upon inability to act of all supervisory board members, or the sole supervisory board member, as the case may be, the general meeting shall have the authority to temporarily entrust the exercise of the duties and powers of the supervisory board members to one or more persons."

5 Amendment E

Article 16 paragraph 4 is amended and shall read as follows:

- "4 All convocations for the general meetings of shareholders and all notifications to shareholders shall take place by means of letters sent to the addresses listed in the register of shareholders.

Instead of through notice letters, any shareholder that gives his consent, may be sent notice of the meeting by means of a legible and reproducible message electronically sent to the address stated by him for this purpose to the company.

The term "shareholders" shall include usufructuaries and pledgees to whom the voting right accrues."

6 Amendment F

Article 16 paragraph 7 is amended and shall read as follows:

- "7. Each shareholder and each person to whom the law grants this right shall be entitled, either in person or by written proxy, to attend the general meeting of shareholders, to address the meeting and, if the voting rights accrue to him, to exercise his voting rights. Before being admitted to a meeting, a shareholder and the person referred to in the preceding sentence or their proxy shall sign an attendance list, stating his name and, if applicable, the number of votes he may cast. A proxy shall also state the name of the person for whom he is acting."

7 Amendment G

After **Article 16 paragraph 7** a **new paragraph** is inserted, reading as follows:

- "8. The management board may resolve that the powers referred to in the first sentence of article 16.7 may be exercised by means of electronic communication. If a shareholder and any person with meeting right participates by means of electronic communication, it is required that the electronic communication allows for identification of the shareholder and any person with meeting right, for such person to directly take notice of the proceedings in the meeting and for the casting of votes (if applicable). Furthermore, it shall be required that the electronic communication allows for the shareholder and any person with meeting right to participate in discussions in the meeting. The management board may subject the use of the electronic communication to further conditions, provided that these conditions are reasonable and necessary for identification and the reliability and security of the communication, and are included in the notice of the meeting."

At the same time, paragraph 8 (old) of Article 16 is **renumbered** to paragraph 9 (new).

8 Amendment H

After **Article 16 paragraph 9 (new)** a **new paragraph** is inserted, reading as follows:

- "10. In deviation from the provisions of article 16.7, the management board may determine that

such persons shall be deemed to have the right to vote and the right to attend the general meeting of shareholders as at a time to be determined by the management board are registered as shareholders in one or more registers designated by the management board, regardless of who is entitled to the relevant shares at the time of the general meeting of shareholders. The notice convening the meeting must state the registration date and also indicate the manner in which registration may take place and the manner in which shareholders may exercise their rights. The management board determines the manner in which shareholders may have themselves registered and the manner in which they may exercise their rights. The registration date shall be determined with due observance of applicable statutory provisions."

9 Amendment I

Article 19 paragraph 2 is amended and shall read as follows:

"2. Annually, within five months after the end of the company's financial year, unless this term is extended by no more than five months by the general meeting on the basis of special circumstances, the management board shall draw up annual accounts and shall make these available for inspection by the shareholders at the company's offices. Within this period - unless Section 403 of Book 2 of the Dutch Civil Code applies to the company - the management board shall also prepare the management report and shall make it available for inspection as aforesaid. These documents shall be accompanied by the information as referred to in Section 392, paragraph 1 of Book 2 of the Dutch Civil Code and, if there is such information, the preliminary advice of the supervisory board. The annual accounts shall be signed by all management board members and supervisory board members; if the signature of one or more of them is missing, this and the reason for it shall be stated."

10 Amendment J

Article 21 is amended and shall read as follows:

"Amendment of the articles of association and dissolution
Article 21.

Whenever a proposal to amend the articles of association or to dissolve the company is put to the general meeting, this must be stated in the notice convening the general meeting of shareholders. If it concerns an amendment of the articles of association, a copy of the proposal, containing the verbatim text of the proposed amendment, must simultaneously be deposited at the company's office for inspection by shareholders until the end of the meeting.

The provisions of Section 123 of Book 2 of the Dutch Civil Code shall apply *mutatis mutandis*."

11 Amendment K

Article 22 paragraph 1 is amended and shall read as follows:

"1. In the event of the dissolution of the company, the liquidation shall be carried out by the management board under the supervision of the supervisory board.
The provisions of article 13 and of article 14, paragraphs 1, 2, 5 en 7 shall apply *mutatis mutandis*."

Final remark

./. Finally the person appearing, acting as mentioned, declared that a copy of [an extract of] the minutes of the general meeting of the Company, from which the resolutions to amend the articles of association and the aforesaid authorization appear, will be attached to this deed.

End

The person appearing is known to me, civil-law notary.

This deed was executed in Amsterdam, the Netherlands, on the date first given in the head of this deed.

After the substance of this deed was stated and explained and after I, civil-law notary, pointed out

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the consequences of the contents of this deed, the person appearing declared to have taken note of the contents of this deed after timely being given the opportunity thereto, to agree with the contents of this deed and not to require a full reading thereof.

Immediately after this deed was read out in a limited form, this deed was signed by the person appearing and myself, civil-law notary.