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Company Name: **SPECIALIST COMPUTER SERVICES LIMITED (the "Company")**

Company Number: **00893138**

**WRITTEN RESOLUTIONS**

proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: 25 March **2024**

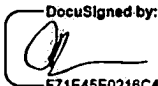
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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolutions contained on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 Companies Act 2006.

**Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the special resolutions.**

Dated: 25 March 2024

DocuSigned by:



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By Order of the Sole Director

Registered Office: James House,  
Warwick Road,  
Birmingham,  
B11 2LE



### SPECIAL RESOLUTIONS

- 1 **THAT** in accordance with section 21(1) Companies Act 2006, the provisions of clause 3 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are removed in their entirety so that once notice of that removal has been registered in accordance with section 31(2)(b) Companies Act 2006, those provisions shall no longer apply to the Company and the Company's objects are to be unrestricted.
- 2 **THAT** in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are revoked and that clause is deleted in its entirety so that those provisions shall no longer apply to the Company.
- 3 **THAT** in accordance with paragraph 43(1) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of section 550 Companies Act 2006 shall apply to the Company.
- 4 **THAT** for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006.
- 5 **THAT** the regulations contained in the printed document attached to this resolution be, and they are hereby, adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (including the provisions of the Company's memorandum of association which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles).
- 6 **THAT** the situations in which **JAMES PETER RIGBY** (the "**Director**") has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company which are described in the schedule attached below are authorised and approved notwithstanding that any such conflict of interest may infringe or breach the Director's duty under section 175 of the Companies Act 2006 to avoid such situations and for the avoidance of doubt, the Director is authorised to be and remain as an officer, member, director, creditor, shareholder and/or employee of any company referred to in the schedule and any existing breaches of duty arising from the situations described in the schedule are hereby ratified and approved.

#### Schedule

Becoming, holding, or being in, the position of officer, member, director, creditor, shareholder and/or employee of:

- (a) the Company; and/or
- (b) any company which is from time to time:
  - (i) the Company's subsidiary company; or
  - (ii) the Company's holding company; or
  - (iii) any subsidiary of the Company's holding company,

and for the purposes of this paragraph **subsidiary** and **holding company** have the meanings ascribed to them respectively by section 1159 Companies Act 2006.

**IMPORTANT NOTES**

- 1 If you agree with the special resolutions contained on **PAGES 2 and 3** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
  - (a) **By hand:** delivering the signed copy to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
  - (b) **By post:** returning the signed copy by post to ASA1 at Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR.
  - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to amar.adata@gowlingwlg.com. Please enter **"Written Resolutions - Articles"** in the e-mail subject box.
- 2 If you do not agree to the special resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the special resolutions, you may not revoke your agreement.
- 4 Unless, by 21 April 2024 (being the period of 28 days beginning with the circulation date of these written resolutions), sufficient agreement has been received for the special resolutions to be passed, they will lapse. If you agree to the special resolutions, please ensure that your agreement reaches us before or during this date.

## AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the special resolutions set out on **PAGE 2**.*

The undersigned, being the sole eligible member entitled to vote on the special resolutions contained on **PAGE 2** of this document on 25 March 2024, hereby irrevocably agrees to the special resolutions.

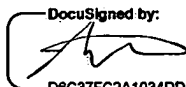
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**Name of Shareholder**

**Signature**

**Date**

Duly authorised signatory  
for and on behalf of  
**SCC UK Holdings Limited**

DocuSigned by:  
  
D6C37FC2A1034DD.....

25 March

2024

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