

Company number 03083661

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Of

OSI GROUP HOLDINGS LIMITED (Company)

22nd October 2021

Under Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as ordinary resolutions (**Resolutions**):

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 618 of the Companies Act 2006, the 5,781,832 A ordinary shares of £0.10 each, the 2,250,001 B ordinary shares of £0.10 each, the 2,954,330 C ordinary shares of £0.10 each and the 41,311 X ordinary shares of £0.10 each in the issued share capital of the Company be consolidated and divided into 1,102,747 ordinary shares of £1 each, such shares having the rights as set out in the Company's articles of association for the time being.
2. THAT, in accordance with section 618 of the Companies Act 2006, the 10,000 5% Non-cumulative redeemable preference shares of £1 each in the issued share capital of the Company be redesignated into 10,000 ordinary shares of £1 each, such shares having the rights as set out in the Company's articles of association for the time being.

So that the total issued share capital of the Company is 1,112,747 ordinary shares of £1 each.

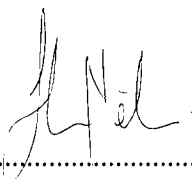
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on, 4th November 2021 hereby irrevocably agrees to the Resolutions:

Signed for and on behalf of

Sopra Steria UK Corporate Limited


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Date:

4th November 2021

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to marianne.lasserre@soprasteria.com.
2. If you do not agree to the 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 Resolutions, you may not revoke your agreement.
4. Unless by 30 November 2021, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.