

Company number 03693084

Private Company Limited by Shares

Written Resolutions

of

STERIA UK LIMITED (the “Company”)

15 June 2021



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company propose that the following resolutions be passed as ordinary resolutions and as a special resolution (the “Resolutions”).

ORDINARY RESOLUTIONS

1. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company’s articles of association, is hereby revoked and deleted.
2. That, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (*SI 2008/2860*), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985.

SPECIAL RESOLUTION

3. THAT, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment.

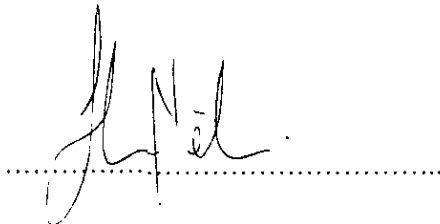
AGREEMENT

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 above Resolutions on 15 June 2021 and holding the entire issued share capital of the Company, hereby irrevocably agrees to the Resolutions as indicated above:

For and on behalf of

Sopra Steria Holdings Ltd

A handwritten signature in black ink, appearing to be 'J. N. L.', is written over a horizontal dotted line.

Director

Date: 17.06.2021

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 either by email to Marianne.lasserre@soprasteria.com.
2. You may not return the Resolutions to the Company by any other method.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Unless within 28 days of the circulation date of the Resolutions, sufficient agreement has been 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.