

Company number 05800789

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
of
APPLABS TECHNOLOGIES (UK) PVT LIMITED
(the "Company")

Date: 6 August 2020 (the "**circulation date**")

In accordance with chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose the following resolution as a special resolution (the "**resolution**"):

THAT with immediate effect the articles of association of the Company (the "**Articles**") be altered as follows:

(a) Article 33 (*Preference Dividend*) of the Articles be removed and the following be inserted as a new Article 33:

"(1) The profits of the company which are available for lawful distribution in respect of each calendar year (if any) shall, at the discretion of the directors of the Company, be applied in paying (subject to the Companies Acts) an amount of up to the first £4.3 million of any dividend declared per annum to the members of the company holding preference shares, in priority to the dividends on any other class of share (the "**preference dividend**").

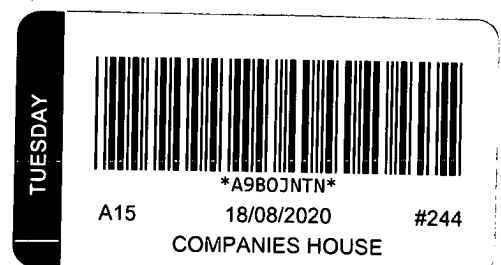
(2) Where the company is precluded by the Companies Acts from paying any preference dividend in any calendar year, then the entitlement to a preference dividend for that calendar year shall lapse and shall not be carried forward to a subsequent calendar year."

(b) Article 34 (*Redemption of Preference Shares*) of the Articles be removed and the following be inserted as a new Article 34:

"(1) Subject to the Companies Acts and the provisions of these articles, the company shall have the right at any time to require the holders of the preference shares to redeem the whole or any part of any preference shares for the time being issued and outstanding upon giving to the holders of the preference shares not less than 10 Business Days' prior notice in writing, unless a shorter time is agreed or waiver to such notice is given by the holders of the preference shares.

(2) No preference shares shall confer on the holders of the preference shares any right to redeem such shares and any redemption shall be at the sole discretion of the company.

(3) On the date of any redemption of the preference shares, each of the holders of the preference shares falling to be redeemed shall be bound to deliver to the company, at the company's registered office, the certificate(s) for such preference



shares (or an indemnity, in a form reasonably satisfactory to the Board, in respect of any lost certificate) in order that the same may be cancelled. Upon such delivery, the company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the company's register of members in respect of such shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies.

(4) If any certificate delivered to the company pursuant to article 34(3) includes any preference shares not falling to be redeemed on the date fixed for redemption, a new certificate in respect of those preference shares shall be issued to the holder(s) thereof as soon as is practicable thereafter (and, in any event, within 20 Business Days thereafter)."

Please read the notes below before signifying your agreement to the resolution.

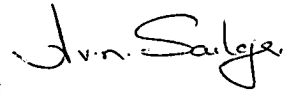
The undersigned, being the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

[Signature page overleaf]

Signed by Sailaja Balasubramaniyan

Company Secretary

Signature



for and on behalf of **DXC TECHNOLOGY
INDIA PRIVATE LIMITED**

Date: 6 August 2020

Notes

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document and returning it to the directors of the Company at Royal Pavilion, Wellesley Road, Aldershot, Hampshire, United Kingdom, GU11 1PZ (together with a certified copy of any power or authority under which it is signed). If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 For the resolution to be passed, you must consent to the resolution being passed during the period of 28 days beginning on the circulation date.
- 3 Your agreement to the resolution, once signed and received by the Company, may not be revoked.
- 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.