

Company Number: 07082000

**The Companies Act 2006
Private Company Limited by Shares**

**Written Resolutions of
Atego Group Limited ('the Company')**

Circulation Date: 29 September 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we the undersigned being the sole member of the Company who (at the date of these resolutions) would have been entitled to vote upon the resolutions set out below had they been proposed at a general meeting of the Company at which we were present, hereby pass the following Written Resolutions:

Special Resolutions

1. That the Company be wound up voluntarily and that Sean K Croston of Grant Thornton UK LLP, 1020 Eskdale Road, Winkersley, Wokingham, RG41 5TS be appointed liquidator of the Company for the purposes of the voluntary winding-up.
2. That the liquidator be authorised to value the whole or part of the Company's non-cash assets for the purpose of a distribution in specie and that he distribute such assets accordingly.

Ordinary Resolution

3. That the liquidator's remuneration be fixed by reference to Grant Thornton UK LLP's time costs and that the liquidator be authorised to be paid and to draw such remuneration at such intervals as he may determine and be paid any expenses properly incurred in relation to the liquidation.

Agreement

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

We, the undersigned, being the persons entitled to vote on the above resolutions, hereby irrevocably agree to the Special Resolutions and Ordinary Resolution.

Signed by:

Name: Charles Dunn

Director and duly authorised signatory of
Parametric Technology Europe B.V.

Time 5.15 pm

Date 29 September 2017

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