

Company No: 09939234

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES**

**CALLIDUS SOLUTIONS LIMITED  
("Company")**

**Written Resolution**

.....  
**22 February 2023 ("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolution is passed as a special resolution:

**SPECIAL RESOLUTION**

That the new articles of association of the Company (**New Articles**) in the form attached to this resolution be and are adopted in substitution for and to the exclusion of the existing articles of association.

**AGREEMENT**

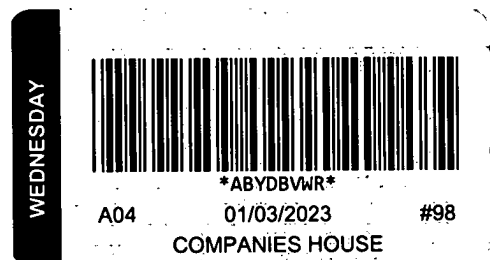
*Please read the notes at the end of this document before signifying your agreement to the resolutions.*

We, being the sole member of the Company, hereby irrevocably agree to the resolution.



.....  
Signed by Michael Logan Glover on behalf of Callidus Group Limited

Date: 22 February 2023



**NOTES:**

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways:
  - By hand: by delivering the signed copy to the Secretary of the Company.
  - By e-signature
- 2 If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree to the resolutions if you fail to reply.
- 3 If you agree with the resolutions, please ensure that your agreement reaches us on or before the date which is 28 days from and including the Circulation Date set out above (the "End Date"). If your agreement reaches us after the End Date, it will be ineffective. Further, unless by the End Date sufficient agreement has been received for these resolutions to pass, they will lapse.
- 4 Note that, once you have indicated your agreement to the resolutions, you may not revoke it.