

COGNISYS GROUP LIMITED  
Company Number: 11035382

## Shareholder Resolution

Resolution passed on 3rd May 2024



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COMPANIES HOUSE

Company Number: 11035382

Circulation date: 29th Apr 2024

The Companies Act 2006

Company Limited by Shares

## **Written Resolution of the members of COGNISYS GROUP LIMITED (the "Company")**

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 29th Apr 2024 (the "**Circulation Date**").

### **Special resolution**

- 1) that, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into C Ordinary Gbp0.01 Shares shares of £0.01 each in the Company up to a value of £6.93 comprising a total of 693 C Ordinary Gbp0.01 Shares shares to be used exclusively to grant options over.

The authority granted under this resolution shall expire five years after the passing of this resolution; and the Company may, before such expiry of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all previous authorities to the extent unused.

- 2) That, subject to the passing of the Resolution above, all and any rights of pre-emption arising under the articles of association of the Company, the CA 2006 or otherwise, be and hereby are waived in respect of the allotment and issue of shares and other securities in the capital of the Company as set out in the Resolution above.

**Please read the notes set out below before signing or taking any action on these resolutions**

## Agreement of members

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

DocuSigned by:

Arjun Ramesh Pednekar..... → Arjun Ramesh Pednekar  
882507F99BA642F...

DocuSigned by:

Natalie Jane Spence..... → Natalie Jane Spence  
93D2829A83C7425...

DocuSigned by:

Stephen Richard Spence..... → Stephen Richard Spence  
AE0024A0C91B4A1...



## Notes

- 1) If you agree with the Resolutions, please sign this document above alongside your name or the name of the person on whose behalf you are authorised to act.
- 2) Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.
- 3) If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power or authority to [support@vestd.com](mailto:support@vestd.com).