

Company No. 11807481

Private company limited by shares

## WRITTEN RESOLUTIONS

OF

INVENIO BUSINESS SOLUTIONS HOLDINGS LIMITED (Company)

Passed on 8 February 2021

The following resolutions 1 and 2 were duly passed as special resolutions and resolution 3 was duly passed as an ordinary resolution each pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006),

### SPECIAL RESOLUTIONS

#### 1. **ADOPTION OF NEW ARTICLES OF ASSOCIATION**

That the regulations contained in the printed document submitted to the meeting (and signed by the Chair for the purposes of identification) are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

#### 2. **WAIVER OF PRE-EMPTION RIGHTS**

2.1 THAT, subject to the passing of resolution 3 below and in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3 below as if section 561(1) of the CA 2006 and the pre-emption rights contained in the articles of association of the Company did not apply to any such allotment, provided that this power shall:

2.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount specified in resolution 3 below; and

2.1.2 expire on the date which is five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### ORDINARY RESOLUTION

#### 3. **AUTHORITY TO ALLOT SHARES**

3.1 THAT, subject to the passing of resolution 1 above and in accordance with section 551 of the CA 2006, the directors of the Company be unconditionally authorised to allot:

3.1.1 352,880 Ordinary Shares of £0.10 each;

3.1.2 197,270 A Ordinary Shares of £0.10 each; and

3.1.3 110,462 G1 Shares of £0.02 each,

in the capital of the Company having the rights and subject to the restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, this authority shall expire on the date which is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might

require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

This authority is in addition to all unexercised authorities previously granted to the directors and is without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

DocuSigned by:  
  
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Director