

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**MIND TOOLS LTD**  
**(the “Company”)**

**Dated 11 September 2023**

We, being the sole member who at the circulation date of these resolutions would have been entitled to vote on the resolutions, **RESOLVE** in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the “Act”), to pass the following resolutions:

**Special Resolution**

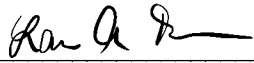
1. **THAT** the articles of association of the Company be replaced in their entirety by the articles of association attached to the resolutions as Annex 1.

**Ordinary Resolutions**

2. **THAT** each of the issued ordinary shares of £1 in the capital of the Company be and is hereby redesignated as an A ordinary share of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
3. **THAT** the Company be and is hereby authorised to create new class of B ordinary shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
4. **THAT** the Company be and is hereby authorised to create new class of C ordinary shares of £1.00 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
5. **THAT** in accordance with s.551 CA 2006, the directors of the Company be generally and unconditionally authorised to allot B ordinary shares up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or any such rights to be granted, and the directors of the Company may allot shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
6. **THAT** in accordance with s.551 CA 2006, the directors of the Company be generally and unconditionally authorised to allot C ordinary shares up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or any such rights to be

granted, and the directors of the Company may allot shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

The undersigned, being all the members entitled to vote on the resolutions on <sup>11</sup>September 2023 (the **“Circulation Date”**), hereby irrevocably agree to the resolutions.



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Name: Larisa Avner Trainor

Date: 11 September 2023

For and behalf of: CIG Mind Tools Holdings LLC

Title: Secretary

## Notes

1. The circulation date of these resolutions is 11 September 2023. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign the resolutions.
2. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to [claire.zhu@friedfrank.com](mailto:claire.zhu@friedfrank.com) and [kyle.spencer@friedfrank.com](mailto:kyle.spencer@friedfrank.com).
3. If you do not agree to the resolutions, you do not need to do anything, you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. Pursuant to the Companies Act 2006, unless, by the end of the date being 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date. The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date.
6. 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 of attorney or authority when returning this document.