

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SDL LIMITED

Company Number: 02675207

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

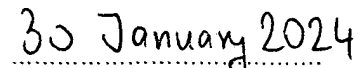
SPECIAL RESOLUTION

IT IS RESOLVED:

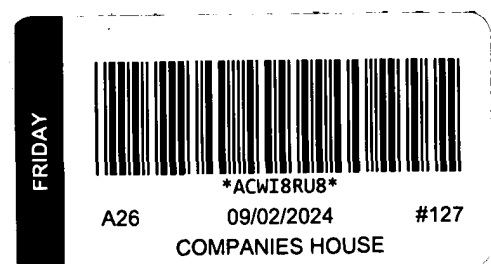
THAT, with immediate effect upon the passing of this resolution, the articles of association, enclosed at Appendix A, be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association and the directors be authorised to do all such acts and things as they consider necessary or desirable to give effect to this.

By order of the board:


Candida Davies (Director)


Date

582907684



INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 30 January 2024 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS

We, being the eligible member(s) of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.



Candida Davies (Director)
for and on behalf of
RWS Holdings plc

Date: 30 January 2024