

**Company number 03102686**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CERIDIAN HOLDINGS UK LIMITED (Company)**

Dec. 13, 2022

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Ceridian Global UK Holding Company Limited (company number 09901847) (**Shareholder**), being the sole shareholder of the Company, pass the following Resolutions (as set out below) as special resolutions.

**1. Background**

1.1 **IT WAS NOTED** that the group of companies which the Company is a member of is in the process of undertaking a consolidation.

1.2 In order to create distributable reserves to make distributions in specie:

- (a) by the Company to the Shareholder of an intercompany receivable in the amount of £29,328,460; and
- (b) of the entire issued share capital in Ceridian (Mauritius) Ltd. (company number C08023845) by the Company to the Shareholder,

the Company proposes to reduce its:

- (c) share capital from £24,518,000 to £1 by cancelling and extinguishing all but one of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up; and
- (d) further share capital of £5,000,000 comprised of bonus ordinary shares to £0, by cancelling and extinguishing all of the bonus shares issued of £1.00 each in the Company, each of which is fully paid up.

**2. Resolutions**

2.1 The Shareholder, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVES BY SPECIAL RESOLUTION THAT:**

- 1. the issued share capital of the Company be reduced from £24,518,000 to £1 by cancelling and extinguishing all but one of the issued ordinary shares of £1.00 each in the Company, each of which is fully paid up; and

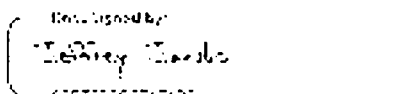
2. the further issued share capital of the Company of £5,000,000 comprised of bonus ordinary shares be reduced to £0 by cancelling and extinguishing all of the bonus ordinary shares issued of £1.00 each in the Company, each of which is fully paid up; and
3. the amount by which the share capital is so reduced be credited to distributable reserves.

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on Dec. 13, 2022, hereby irrevocably agrees to the Resolutions:

Signed by **Ceridian Global UK Holding Company Limited:**



for and on behalf of **Ceridian Global UK Holding Company Limited**

Date:

Dec. 13, 2022

## **NOTES**

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions please indicate your agreement by signing and dating this document where indicated above and return it to the Company.
2. If you do not agree to all of the Resolutions you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Where, by 28 days, starting with the Circulation Date, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.