

ENTERPRISE SOFTWARE SYSTEMS LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE DIRECTOR No.2

1. REDUCTION IN SHARE CAPITAL

IT IS NOTED THAT the sole member of the Company has resolved by way of a written special resolution ("**Special Resolution**") that, subject to the approval of the Registrar of Companies, the Company reduce its share capital and reserves by £311,208.75 from £311,209.75 to £1 and that such reduction be effected as follows:

(a) by the cancellation of the shares set out in the table below:

Shareholder	Pre-reduction shareholding	Number of shares cancelled	Post-reduction shareholding
Microlise Group plc	302,834 Ordinary shares of £1 each	302,833	1 Ordinary Share of £1

(b) by cancelling the amount of £8,375.75 standing to the credit of the Company's share premium account,

and that the £311,208.75 reserve arising be treated as realised profit (the "**Capital Reduction**").

2. DIRECTORS' INTERESTS

2.1 The sole director hereby discloses his interest in the proposed transactions and other arrangements which is required by section 177 of the Companies Act 2006 (the "**Act**") and the Company's Articles of Association to disclose. In particular, IT IS NOTED THAT the sole director is also a director of Microlise Group plc, the Company's sole member.

2.2 IT IS NOTED THAT, pursuant to article 14 of the Company's Articles of Association, the director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he is interested, subject to declaring the nature and extent of interest in accordance with the Act.

3. COMPLIANCE STATEMENT

3.1 A draft statement ("**Compliance Statement**") prepared in accordance with section 644(5) of the Act is annexed. IT IS NOTED that the text and form of the Compliance Statement involves the sole director making a statement confirming that:

(a) a solvency statement in accordance with the procedures set out in sections 642 to 644 of the Act ("**Solvency Statement**") was made by the sole director not more than 15 days before the Special Resolution was passed; and

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- (b) a copy of the Solvency Statement had been circulated to the member[s] of the Company in accordance with section 642(2) of the Act.

3.2 IT IS RESOLVED THAT the Compliance Statement be approved and that the same be signed by the sole director and dated with today's date.

4. **CANCELLATION AND NEW SHARE CERTIFICATES**

IT IS RESOLVED THAT after the Capital Reduction:

4.1 on receipt by the director of the existing share certificates in respect of shares in the Company held by Microlise Group plc that such share certificates be cancelled with immediate effect; and

4.2 a new share certificate for in the form attached for one Ordinary share of £1 in the capital of the Company be executed on behalf of the Company and issued to Microlise Group plc in due course.

5. **STATEMENT OF CAPITAL AND FILING OF WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

5.1 IT IS RESOLVED THAT the director of the Company be authorised to:

- (a) prepare a statement of capital (Companies House **Form SH19**) in respect of the Capital Reduction and to arrange for it to be filed with the Registrar of Companies on behalf of the Company;
- (b) file a copy of the Special Resolution and copies of the Solvency Statement and the Compliance Statement with Companies House within 15 days of such resolutions being passed; and
- (c) make all necessary appropriate entries in the books and registers of the Company.

5.2 IT IS NOTED THAT the Capital Reduction does not become effective until registered by the Registrar of Companies.

Signed by **NADEEM RAZA**

Director


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Date of signature: 22 April 2024