

Company number 03950639

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

NETWORKERS INTERNATIONAL LIMITED (the "Company")

On 25 July 2023, the following written resolution was passed as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That:

- (a) the Company's share capital is reduced by:
 - (i) the reduction of the Company's share capital by cancelling and extinguishing 33,603,401 of the issued ordinary shares of £0.01 in the Company;
 - (ii) the reduction of the Company's share premium account from £1,396,756 to zero; and
 - (iii) the reduction of the Company's capital redemption reserve from £978,000 to zero,
- (b) the directors are authorised to do anything necessary or desirable to implement resolution 1(a).

DocuSigned by:

Oliver Whittaker

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Duly authorised for MATCHTECH GROUP (HOLDINGS) LIMITED

Date of agreement to resolution: 25 July 2023

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

How to agree to this resolution

1. If you agree to the resolution, please signify your agreement to the resolution by signing and dating the attached document and returning it to the Company using one of the following methods:
 - (a) by hand: by delivering it to Becky Powell, KPMG LLP, 2 Forbury Place, 33 Forbury Road, Reading, RG1 3AD;
 - (b) by post: by posting it to Becky Powell, KPMG LLP, 2 Forbury Place, 33 Forbury Road, Reading, RG1 3AD;
 - (c) by email: by either:
 - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to becky.powell@kpmg.co.uk; or
 - (ii) sending an email to the Company at becky.powell@kpmg.co.uk identifying the resolution to which it relates and confirming your agreement to the resolution and this email must also state your name and the shares in respect of which you are voting.

In either case, please enter "Written resolution circulated on [insert Circulation Date]" in the subject box of the email.

Deadline for confirming agreement

2. The period for agreeing to the attached written resolution is the period of 28 days beginning with the Circulation Date. If you agree to the resolution, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 1. If not passed during this period, the written resolution lapses and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolution, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 1, you may not revoke that agreement.

Joint holders

3. 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.

Powers of attorney

4. If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.