

**Company No. 03969928**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**SAGE HIBERNIA INVESTMENTS NO. 1 LIMITED**  
**(the "Company")**

**Circulated on 26 January 2023 (the "Circulation Date")**

Under Chapter 2, Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions (the "**Resolutions**") be passed, as special resolutions of the members of the Company:

**Resolution 1**

**THAT** the capital of the Company of £12,991,404, comprising 12,991,404 ordinary shares of £1 each, and the share premium account of £16,857,001, be reduced to £0.12991 by:

- a) reducing the nominal value of each of the ordinary shares from £1 to £0.00000001; and
- b) cancelling the whole of the share premium account.

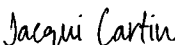
**Resolution 2**

**THAT** the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £29,848,404.87 (being the aggregate share capital sum cancelled by Resolution 1) be credited to the retained earnings account of the Company.

The undersigned, being as at the Circulation Date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the Resolutions set out above.

Signed:

Date:

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26 January 2023

Name: Jacqui Cartin

Duly authorised, for and on behalf of  
**SAGE (UK) LTD**

**TO THE SHAREHOLDER/MEMBER:**

Please read the explanatory notes overleaf

**NOTES**

1. Under the provisions of Part 13 of the Companies Act 2006, the Resolutions will lapse if they are not passed within 28 days of the Circulation Date; **however, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the written resolutions approving the reduction of capital must be passed no later than within 15 days of the date of the solvency statement signed by the Directors in connection with the capital reduction.**
2. The Resolutions are passed on the date and at the time when you have signified your agreement to them.
3. This document is *authenticated* when it is signed and dated by you in the spaces provided.
4. You may return the authenticated form of this document by any of the following means:
  - (a) by posting it or delivering it by hand to the Company's Directors at its registered office, or
  - (b) by e-mailing a scanned copy of it to [mohor.roy@sage.com](mailto:mohor.roy@sage.com)
5. Your agreement, once signified, may not be revoked.
6. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.