

Company number: 05204003

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ASCRIBE HOLDINGS LIMITED
(the "Company")

Circulated on 23 August 2022 (the "Circulation Date")

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

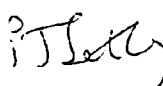
Special Resolutions

- 1.** THAT the Company's share capital is reduced by cancelling 740,727,560 ordinary shares of £0.01 each in the Company.
- 2.** THAT the Company's entire share premium account of £4,831,476 is cancelled.
- 3.** THAT the amount by which the capital, share premium and merger reserve is so reduced pursuant to Resolutions 1, 2 and 3 be credited to the profit and loss account of the Company.
- 4.** THAT the directors are authorised to do anything necessary or desirable to implement Resolutions 1, 2 and 3.

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

We, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions by signing below.

Signed a director
for and on behalf of
Scroll Bidco Limited


Signature:
Name: Peter Southby
Date: 24 August 2022

Signed a director
for and on behalf of
Scroll Bidco Limited


Signature:
Name: Paul Stewart
Date: 24 August 2022

NOTES

1. If you agree to all of the Resolutions (you cannot agree to some only), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company either:
 - by hand or by post to the company secretary at the registered address of the Company; or
 - by email to [\[Christine.Benson@emisgroupplc.com\]](mailto:Christine.Benson@emisgroupplc.com) including the words “Capital reduction – written resolutions” in the email subject box.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Unless sufficient agreement is received for the Resolutions to pass by the end of the period of 28 days beginning with the Circulation Date, they will lapse. 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 15 days after the date of the solvency statement of the directors circulated with the Resolutions. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.