

Company number: 05861419

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**CODA LIMITED**

Circulation date: ..... 24 December ..... 2019

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolution is proposed as a special resolution of the Company.


**SPECIAL RESOLUTION**

THAT the issued share capital of the Company be reduced by £14,000,000.00 by cancelling and extinguishing 56,000,000 ordinary shares of £0.25 each in the capital of the Company and that the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

**AGREEMENT**

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

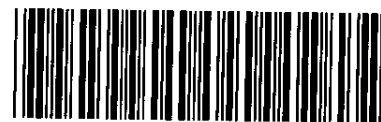
The undersigned, being a person eligible to vote on the above Resolution on ..... 24 December 2019 hereby irrevocably agrees to that resolution.

DocuSigned by:  
  
.....  
CE98B63F7E8484...

Signature

Unit4 Business Software Limited

Date: ..... 24 December ..... 2019



LD1 27/12/2019 #92  
COMPANIES HOUSE

**NOTES:**

1. If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to the Directors of Coda Limited at Suite 201, 100 Longwater Avenue, Green Park, Reading, Berkshire, England, RG2 6GP.
  - 1.2 **Post:** returning the signed copy by post to the Directors of Coda Limited at Suite 201, 100 Longwater Avenue, Green Park, Reading, Berkshire, England, RG2 6GP.
  - 1.4 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to.  
.....**Noah Phillips**..... Please enter "Written resolution dated [ ] 2019" in the e-mail subject box.  
  
If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.
4. 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.
5. 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.