

Company number: 06438050

REPL GROUP WORLDWIDE LIMITED (the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

---

6 July 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by £45,818.231 by:

- a. cancelling and extinguishing the entirety of the Company's share premium account;
- b. cancelling and extinguishing paid up capital to the extent of £0.00009988888888888889 on each issued A ordinary share of £0.0001 each and that in consequence the nominal value of each A ordinary share shall be reduced from £0.0001 to £0.0000001111111111111111 each;
- c. cancelling and extinguishing paid up capital to the extent of £0.0000990444438711108 on each issued B ordinary share of £0.0001 each and that in consequence the nominal value of each B ordinary share shall be reduced from £0.0001 to £0.000000955556128889233 each;
- d. cancelling and extinguishing paid up capital to the extent of £0.0000991304347826087 on each issued C ordinary share of £0.0001 each and that in consequence the nominal value of each C ordinary share shall be reduced from £0.0001 to £0.000000869565217391304 each;
- e. cancelling and extinguishing paid up capital to the extent of £0.000095 on each issued D ordinary share of £0.0001 each and that in consequence the nominal value of each D ordinary share shall be reduced from £0.0001 to £0.000005 each; and
- f. cancelling and extinguishing paid up capital to the extent of £0.0000997499999375 on each issued ordinary share of £0.0001 each and that in consequence the nominal value of each ordinary share shall be reduced from £0.0001 to £0.000000250000062500016 each,

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

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

BY ORDER OF THE BOARD

A handwritten signature in black ink, consisting of a large capital 'D' followed by a cursive 'h' and a capital 'I', with a long horizontal line extending to the right.

.....  
Director

## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,  
HEREBY IRREVOCABLY AGREE to the Resolution.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

---

Name:  
duly authorised signatory  
for and on behalf of  
Accenture (UK) Limited

Dated 6 July 2022

## NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document.
5. A copy of this document was sent to the Company's auditors on the Circulation Date.