

Company No.: 07269757

DST PROCESS SOLUTIONS LIMITED
(the "Company")

SHAREHOLDER WRITTEN RESOLUTION

Circulated on 14 December 2020

The undersigned, DSTi Holdings Limited (the "**Shareholder**") constitutes the sole shareholder of the Company. This Written Resolution shall have the same force and effect as would a unanimous vote of the undersigned in favour of such actions at a general meeting.

WHEREAS,

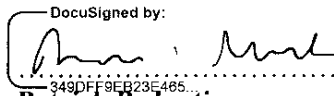
- (a) The Company needs to create distributable reserves to enable future dividend distributions. The proposal before the Shareholder is to reduce the Company's share capital by cancelling the Ordinary Shares gifted to the Company by its Shareholder for no consideration for this purpose and credit the value as retained earnings ("**Capital Reduction**").
- (b) Further to the Capital Reduction, the share capital of the Company is to be reduced to a total of 90,775,181 Ordinary Shares with nominal value of £1 each.
- (c) The following documents are presented to the Shareholder along with this Written Resolution:
 - i. the Restructure PowerPoint presentation,
 - ii. the director's board minutes and resolutions,
 - iii. the Solvency Statement signed by the sole director of the Company,
 - iv. the audited financial statements of the Company for the year ended 31 December 2019, and interim management accounts as of 31 October 2020 and the balance sheets showing the position prior to and post the Capital reduction, and
 - v. the capital statement for the Company following the capital reduction (under Form SH19).

IT IS HEREBY RESOLVED THAT:

- (1) the issued share capital of the Company be reduced from £136,441,065 to £90,775,181 by cancelling and extinguishing 45,665,884 Ordinary Shares with nominal value of £1 each in the Company, each of which is fully paid up and the amount by which the share capital is so reduced be credited to the distributable reserves of the Company.

The resolutions shall take effect upon the date of the shareholders' signature of this Written Resolution.

DocuSigned by:



349DF9FE23E485
Patrick Pedonti

For and on behalf of DSTi Holdings Limited

December 15, 2020

.....
Date

MONDAY



A11 *A9KDAX8R* #210
21/12/2020
COMPANIES HOUSE

DST PROCESS SOLUTIONS LIMITED

(the “Company”)

Minutes of the Board Meeting held on 15 December 2020

The undersigned constitutes the entire board of directors of the Company:

Patrick Pedonti (Sole Director)

1 DIRECTOR'S INTEREST

- 1.1 Mr Pedonti being the sole director of the Company,
- 1.2 The director declared, or had previously notified the Company of, the nature and extent of his interests in the business of the meeting in so far as required by section 177 of the Companies Act 2006 (“CA 2006”) and the Company’s articles of association. The director confirmed that he had no direct or indirect interest in any way in the proposed arrangements.

2 BUSINESS OF THE MEETING

The director **NOTED THAT:**

- 2.1 As part of SS&C’s intra-group reorganisation (described in the PowerPoint presentation presented to the director), the Company needs positive distributable reserves to enable future dividend distributions to DSTI Holdings Limited, the Company’s sole shareholder (“**Shareholder**”). The director therefore considered the reduction of the Company’s share capital by way of a reduction of the shares gifted to the Company by the Shareholder for the purpose of this capital reduction to credit the value of such shares to the Company’s distributable reserves.

Share Capital Reduction

- 2.2 As of the date of this Board meeting, the Company’s issued share capital is of 136,441,065 Ordinary Shares of nominal value of £1 each. The Company is to reduce the share capital from £136,441,065 to £90,775,181 by cancelling and extinguishing 45,665,884 Ordinary Shares (each of which is fully paid up and gifted to the Company by its Shareholder for no consideration for the purpose of this Capital Reduction) and credit the amount of £45,665,884 by which the share capital is so reduced, to the Company’s distributable reserves. Following

this share reduction, the Company's share capital would be reduced to a total of 90,775,181 Ordinary Shares with nominal value of £1 each.

3 DOCUMENTS PRODUCED TO THE MEETING

3.1 The following documents were produced:

- (a) the Restructure PowerPoint presentation,
- (b) the draft Shareholder's written resolution approving the Capital Reduction, such resolution to be sent to DSTi Holdings Limited, as the sole shareholder of the Company (the "**Written Resolutions**"),
- (c) a draft solvency statement in the prescribed form and containing the information set out in section 643 of the CA 2006 (the "**Solvency Statement**"),
- (d) the audited financial statements of the Company for the year ended 31 December 2019, and the interim management accounts as of 31 October 2020 and balance sheets showing the movement prior to and post the Capital Reduction; and
- (e) the Companies House Form SH19 (Statement of capital for reduction supported by solvency statement).

4 RESOLUTIONS

4.1 The director carefully considered the financial position of the Company and the effect of the Capital Reductions on the Company. It was noted that by signing the Solvency Statement, the director will confirm that he has formed the following opinions:

- (a) as regards the Company's situation at the date of the Solvency Statement, that there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts,
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the Solvency Statement.

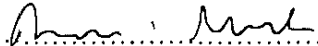
4.2 It was noted that, in accordance with section 642(1) of CA 2006, the Solvency Statement must be signed by the director no more than 15 days prior to the Shareholder passing the Written Resolution approving the Capital Reduction.

4.3 Further to the aforementioned considerations, **IT WAS RESOLVED** that:

Company No.: 07269757

- (a) 45,665,884 Ordinary Shares of £1 each in the Company be cancelled and extinguished and the amount of capital so reduced be credited to the Company's distributable reserves,
 - (b) subject to being able to validly do so, the director to sign the Solvency Statement; and
 - (c) the Written Resolution be approved and recommend that it be sent to the Shareholder of the Company for signature accompanied by the Solvency Statement.
- 4.4 Subject to the passing of the Shareholder's Written Resolution in due course, **IT WAS RESOLVED** that:
- (i) the Shareholder Written Resolution along with the signed Solvency Statement, Form SH19 and a statement of compliance by the director confirming that the Solvency Statement was made not more than 15 days before the date on which the resolutions were passed and provided to the Shareholder in accordance with section 642(2) of CA 2006, be filed with Companies House within 15 days of the Written Resolution being passed, and
 - (ii) make, as necessary, any appropriate entries in the books and registers of the Company.

There being no further business, the directors declared the meeting closed.

DocuSigned by:

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Patrick Pedonti
Sole Director