

Circulation Date: 04 October 2022

Company Number: 07805657

EVERIFY LIMITED (the Company)

WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that resolutions 2 and 3 below be passed as ordinary resolutions and that resolutions 1 and 4 be passed as special resolutions (the **"Resolutions"**).

Special Resolution

1. In accordance with section 630 of the Companies Act 2006 we, being the holders of not less than three-quarters in nominal value of the issued ordinary shares of £1.00 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution numbered 4 below and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the ordinary shares of £1.00 each as a class of shares that will or may be effected thereby.

Ordinary Resolution

2. THAT, in accordance with section 618 of the Companies Act 2006, the 100 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 1,000 ordinary shares of £0.10 each.
3. THAT, subject to the passing of resolution 2, the then 1,000 issued ordinary share of £0.10 each in the capital of the Company be and are hereby redesignated as A Ordinary Shares of £0.10 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 4.

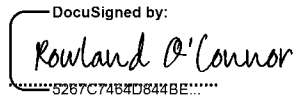
Special Resolution

4. THAT, subject to the passing of resolution 1, the draft form of articles of association attached to these Resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

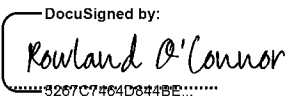
AGREEMENT

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

The undersigned, being the persons entitled to vote upon the Resolutions on the Circulation Date stated above, hereby irrevocably agree to resolution 1:

Signed  Date 04 October 2022
 A director for and on behalf of
ROLOSOFT LIMITED

The undersigned, being the persons entitled to vote upon the Resolutions on the Circulation Date stated above, hereby irrevocably agree to resolutions 2, 3 and 4.

Signed  Date 04 October 2022
 A director for and on behalf of
ROLOSOFT LIMITED

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either:
 - a. by hand or by post to a director of the Company at the Company's registered office address; or
 - b. via email to nikki.reid@murrellassociates.co.uk.

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.

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the circulation date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this 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.