

**Company No. 09759493**

**Blue Prism Group Limited (the "Company")**

**Written resolutions of the board of directors of the Company**

We, the undersigned, being all of the directors of the Company, hereby pass the resolutions set out below pursuant to article 8 of the articles of association of the Company.

**1. Background and purpose of the written resolutions of the board of directors**

- 1.1 S479A of the Companies Act 2006 (the "Act") provides that a subsidiary company is exempt from the requirement to prepare audited accounts in respect of a financial year provided certain conditions are satisfied, including that:
- (a) all members of the company agree to the exemption;
  - (b) the parent undertaking of the company gives a statutory guarantee under s479C of the Act; and
  - (c) the company is included in the consolidated accounts of the parent undertaking for that year, and the notes to those accounts disclose that the subsidiary is exempt from audit on this basis.
- 1.2 The Company's consolidated group accounts for the year ended 31 October 2021, approved by a committee of the board of the Company on 16 February 2022, duly disclosed that the Company's subsidiary Blue Prism Cloud Limited (the "Subsidiary") would be exempt from the requirements of audit on the basis of ss479A-C of the Act.
- 1.3 In order for the Subsidiary to file its accounts for the year ended 31 October 2021 in reliance on the exemption, it must deliver to the Registrar of Companies alongside certain other documents:
- (a) written notice of the consent to the exemption by the Company as its sole member (the "Consent Notice"); and
  - (b) a statement of guarantee by the Company as its parent undertaking in the prescribed form executed pursuant to s479C of the Act (the "Statement of Guarantee").

**2. Documents**

A draft of the Consent Notice and of the Statement of Guarantee on form AA06 (together, the "Documents") have been circulated to all directors along with the draft of this resolution.

**3. Resolutions**

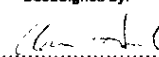
After due and careful consideration of the Documents, **IT IS RESOLVED:**

- (a) that the adoption of the exemption from audit by the Subsidiary pursuant to ss479A-C and the giving of the guarantee by the Company pursuant to s479C of the Act are approved;
- (b) that the form of each of the Documents is approved; and
- (c) any director is authorised to:
  - (i) execute the Documents on behalf of the Company in the form circulated or with such amendments as he, in his discretion, considers necessary or desirable; and
  - (ii) execute, enter into and deliver such other agreements, documents, certificates and/or instruments, and take any other steps on behalf of the Company as he, in his discretion, considers necessary or desirable in connection with the matters contemplated by these resolutions.

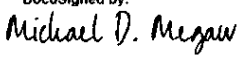
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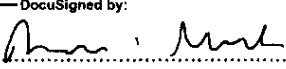
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Adam Girard  
Date: July 9, 2022

DocuSigned by:  
  
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Michael Megaw  
Date: July 10, 2022

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Patrick Pedonti  
Date: July 7, 2022