

Company Number: 09759493

WRITTEN RESOLUTIONS OF THE DIRECTORS OF BLUE PRISM GROUP LIMITED
(the “**Company**”)

Made on 25 March 2022

Pursuant to article 85 of the Company’s articles of association (the “**Articles**”), we, the undersigned, being all of the directors of the Company (the “**Directors**”), after:

- 1.1. noting in accordance with section 177 of the Companies Act 2006 (the “**Act**”), the Articles and generally, our interest, if any, in the matters below;
- 1.2. due and careful consideration of our duty to promote the success of the Company and the other matters referred to in section 172(1) of the Act;
- 1.3. noting that it is intended that the articles of association in the form attached to these resolutions (the “**New Articles**”) be adopted in substitution for, and to the entire exclusion of, the Articles (the “**Adoption of New Articles**”) with effect from the passing of a shareholder resolution of the Company for the approval of the Adoption of New Articles (the “**Shareholder Resolution**”);
- 1.4. noting that in connection with the Adoption of New Articles, the draft New Articles and draft Shareholder Resolution have been made available to the Directors; and
- 1.5. noting that the purpose of these resolutions is to consider and, if thought fit, approve various matters relating to the Adoption of New Articles.

HEREBY RESOLVE THAT:

- (A) the draft Shareholder Resolution be and is hereby approved in all respects, including for circulation to the sole member of the Company and the Company’s auditors (in accordance with section 502 of the Act) and the Directors of the Company or the Company Secretary (each, an “**Authorised Person**”) be and are hereby instructed and authorised to send the Shareholder Resolution to the sole member of the Company and the Company’s auditors;
- (B) subject to the Shareholder Resolution being passed, the Adoption of New Articles be and is hereby approved in all respects;
- (C) any Authorised Person be and is hereby authorised to give, make, sign, execute (under hand or seal or as a deed) and deliver any agreements, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies and other documents (whether of a like nature or not) (“**Ancillary Documents**”) as may in the sole opinion and absolute discretion of any Authorised Person be considered necessary or desirable for the purpose of giving effect to, consummating or completing or procuring the performance and completion of these resolutions;
- (D) any Ancillary Documents be in such form as any Authorised Person shall in such Authorised Person’s absolute discretion and sole opinion approve, the signature of such Authorised Person on any of the Ancillary Documents being due evidence for all purposes of such Authorised Person’s approval of the terms thereof on behalf of the Company;
- (E) where required, the Ancillary Documents be executed by the signature of any Authorised Person or, where required to be executed as a deed, be either (i) sealed by the affixing thereto of the common seal of the Company, and witnessed as required by the articles of association of the Company, or (ii) executed as a deed by any Authorised Person on behalf of the Company;
- (F) all of the above documents and any Ancillary Documents be valid, conclusive and, where applicable, binding on and enforceable against the Company;



- (G) any Authorised Person be and is hereby authorised to do all such acts and things as might, in the sole opinion and absolute discretion of any Authorised Person, be necessary or desirable for the purpose of giving effect to, consummating or completing or procuring the performance and completion of these resolutions;
- (H) all prior actions taken by any Authorised Person and agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorisations, instructions, releases, waivers, proxies and other documents (whether of a like nature or not) be confirmed, ratified and approved in all respects; and
- (I) each Authorised Person be and is hereby authorised to make all necessary and appropriate entries in the books and registers of the Company (including in connection with, but not limited to, the Adoption of New Articles) and to arrange for the preparation and delivery of any necessary filings to the Registrar of Companies (including, without limitation, (i) the Shareholder Resolution, and (ii) the New Articles).

FILINGS AND UPDATES TO REGISTERS

We, the undersigned Directors, will procure that all necessary and appropriate filings and updates to the Company's registers be made as may be required in connection with the resolutions passed hereto.

[Signature page follows]

Signed

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Ijoma Maluza
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Ijoma Patrick Tilowakuti Maluza, Director

Signed

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Adam Girard, Director

Signed

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Patrick John Louis Pedonti, Director

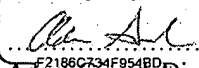
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Michael Megaw, Director

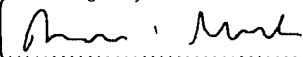
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Ijoma Patrick Tilowakuti Maluza, Director

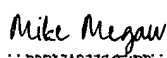
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Adam Girard, Director

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Patrick John Louis Pedonti, Director

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Michael Megaw, Director

Documents made available with the resolutions:

1. Draft Shareholder Resolution
2. Draft New Articles