

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF
PROSAPIENT LIMITED
(the "**Company**")

PRINT OF THE WRITTEN RESOLUTIONS

On 7 December 2020, the Company's shareholders duly passed resolution 1 as an ordinary resolution, and Resolutions 2 to 7 as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

- (1) **THAT**, in accordance with section 551 of the Act, any director of the Company be and is hereby generally and unconditionally authorised:
- (a) to allot series A1 shares of £0.000001 each in the capital of the Company ("**Series A1 Shares**") or grant rights to subscribe for or to convert any security into Series A1 Shares, up to a maximum aggregate nominal amount of £0.106626;
 - (b) to allot series A2 shares of £0.000001 each in the capital of the Company ("**Series A2 Shares**") or grant rights to subscribe for or to convert any security into Series A2 Shares, up to a maximum aggregate nominal amount of £0.164844;
 - (c) to allot growth shares of £0.000001 each in the capital of the Company (the "**Growth Shares**") or grant rights to subscribe for or to convert any security into Growth Shares up to a maximum aggregate nominal amount of £0.10 pursuant to the Company's Share Option Plan (as defined in the New Articles),

(the Series A1 Shares, the Series A2 Shares and the Growth Shares, together being the "**Shares**"), having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to Resolution 5 below, and as may be amended from time to time (the "**New Articles**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date the Resolutions are passed, save that the Company may, before such expiry, make an offer or agreement which would or might require the Shares to be allotted or rights to be granted, and the directors may allot the Shares or grant rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

- (2) **THAT**, subject to the passing of Resolution 1 above, the directors be generally empowered to allot, or grant rights over, the Shares pursuant to the authority conferred by Resolution 1, as if the pre-emption provisions in Article 12 of the Articles and any and all other pre-emption rights to which the shareholders of the Company may be entitled (howsoever arising) did not apply, provided that this power shall (a) be limited to the allotment of or the grant of rights over the Shares as set out in Resolution 1 above and (b) expire five years from the date the Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would

or might require the Shares to be allotted or rights to be granted, and the directors may allot the Shares or grant rights in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

- (3) **THAT**, the ordinary shares of £0.000001 each (the "**Ordinary Shares**") set out in Column (2) of the following table each be converted into and re-designated immediately prior to Completion (as defined in the share purchase agreements pursuant to which the relevant Selling Shareholder agrees to sell the re-designated shares as set out in the table below alongside their respective names) as Series A1 Shares in the capital of the Company as set out in Column (3) of the table below having the rights, and being subject to the restrictions, set out in the New Articles:

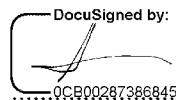
(1) Selling Shareholder	(2) Shares	(3) Re-designated shares
Margaryta Polishchuk	80,000 Ordinary Shares	80,000 Series A1 Shares
Jordan Shlosberg	80,000 Ordinary Shares	80,000 Series A1 Shares
Cloud Castle Inc.	54,017 Ordinary Shares	54,017 Series A1 Shares
Jordan Cocksedge	750 Ordinary Shares	750 Series A1 Shares
Vivek Pandit	7,523 Ordinary Shares	7,523 Series A1 Shares
Eugene Yalanski	2,400 A Ordinary Shares	2,400 Series A1 Shares
TOTAL	222,290 Ordinary Shares 2,400 A Ordinary Shares	224,690 Series A1 Shares

- (4) **THAT**, the shares transferred pursuant to the table above be transferred as if the pre-emption provisions in Article 15 of the Articles and any and all other pre-emption rights to which the shareholders of the Company may be entitled (howsoever arising) did not apply provided that this power shall (a) be limited to the transfer of the shares as set out in Resolution 3 above and (b) expire five years from the date the Resolutions are passed.
- (5) **THAT**, the regulations contained in the printed document annexed hereto (being the New Articles) be and are hereby adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association of the Company, with immediate effect.
- (6) **THAT**, that the Company is authorised to amend and restate the Company's existing enterprise management incentive share option plan adopted on 10 October 2019 to include the necessary US provisions to permit the granting of options over shares in the Company to employees of proSapient Inc. with the date of such amended and restated enterprise management incentive share plan taking effect from the date of approval by the Company's board of directors.
- (7) **THAT**, as the nominal value per share of the Ordinary Shares has been previously mis-stated as £0.00001 rather than £0.000001 in various filings in respect of the Company at Companies House, the statutory registers of the Company and certain associated documentation (such as issued share certificates), that the directors of the Company be and are hereby generally and unconditionally authorised to do any and

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all acts to rectify all relevant filings, registers and associated documentation to correctly show the nominal share value of the Ordinary Shares as £0.000001, and any and all prior actions taken by the Company or the directors of the Company in connection with this issue are ratified.

Signed:

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Director
proSapient Limited

**ANNEX
NEW ARTICLES**