

**TOPCO OASIS LIMITED**  
**(the "Company")**

**(Co. No. 10900392)**

FRIDAY



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01/07/2022

#140

COMPANIES HOUSE

Written resolutions of the Directors of the Company

Passed on 24 June 2022.

The undersigned, being all the directors of the Company ("**Directors**") duly authorised in accordance with the articles of association of the Company and having due regard to the matters referred to in section 172(1) of the Companies Act 2006 ("**Act**") in exercise of the powers vested in the board of directors of the Company ("**Board**") pursuant to the articles of association of the Company, and otherwise, **DO HEREBY RESOLVE** as follows:

**1 IT BEING NOTED THAT:**

1.1 the Directors were requested to consider, and if thought fit, approve the provision of guarantees by the Company of all the outstanding liabilities of those subsidiaries of the Company listed in Schedule 1 ("**Subsidiaries**") in connection with each identified Subsidiary taking an audit exemption for the financial periods ending 31 March 2021 and 30 June 2021 ("**Relevant Periods**") pursuant to section 479A of the Act ("**Proposed Exemptions**") and to attend to certain formalities in connection with the Proposed Exemptions.

1.2 each Director having received and considered

- (a) the Company consolidated accounts referred to in section 479A(2)(c) of the Act for each of the Relevant Periods;
- (b) the auditor's reports on those accounts;
- (c) the consolidated annual reports drawn up by the Company for each of the Relevant Periods;
- (d) the Companies House Forms AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), to be executed by a director on behalf of the Company and by a director on behalf of the Subsidiaries, under which the Company would provide statement of guarantee of all outstanding liabilities of the Subsidiary for each of the Relevant Periods in accordance with section 479C of the Companies Act 2006 ("**Statement of Guarantee**"); and
- (e) a form of agreement by members of the Subsidiary in each case agreeing to the relevant Subsidiary taking the Proposed Exemption ("**Member's Agreement**"),

1.3 each Subsidiary met the exemption criteria set out in section 479A(1) of the Act but that the Proposed Exemptions were conditional on compliance with all of the following conditions in respect of each Relevant Period:

- (a) all members of the Subsidiary must agree to the Proposed Exemption in respect of the financial year in question;
- (b) the Company must give a guarantee under section 479C of the Companies Act 2006 in respect of that period;

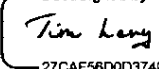
- (c) the Subsidiary must be included in the consolidated accounts drawn up for that period or to an earlier date in that year by the Company in accordance with the requirements of Part 15 of the Act;
  - (d) the Company must disclose in the notes to the consolidated accounts for that period that the Subsidiary is exempt from the requirements of the Act relating to the audit of individual accounts by virtue of section 479A of the Act; and
  - (e) the directors of the each Subsidiary must deliver to the Registrar of Companies on or before the date that they file the accounts for that period:
    - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Act;
    - (ii) the Statement of Guarantee referred to in section 479C(1) of the Act;
    - (iii) a copy of the Company's consolidated accounts referred to in section 479A(2)(c) of the Companies Act 2006;
    - (iv) a copy of the auditor's report on those Company accounts; and
    - (v) a copy of the consolidated annual report drawn up by the Company.
- 1.4 the Subsidiaries' accounts for the Relevant Periods would include a statement on the balance sheet that:
- "For the year ending [date] the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.
- Directors' responsibilities:
- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006
  - the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts"
- 2 **IT IS RESOLVED THAT:**
- 2.1 providing the Statements of Guarantee and facilitating the Subsidiaries to adopt the Proposed Exemptions would promote the success of the Company for the benefit of its members as a whole having regard (among other matters) to the factors set out in section 172(1) of the Act;
  - 2.2 the terms of the Statements of Guarantee be and are approved and that the Company may execute the Statements of Guarantee;
  - 2.3 any Director of the Company be and is authorised to sign the Statements of Guarantee on behalf of the Company and any Member Agreements for any direct subsidiaries of the Company;
  - 2.4 the Company's accounts for the Relevant Period, together with the Directors' and auditor's reports thereon be and are hereby approved and any Director is authorised to sign such reports and accounts for and on behalf of the Board and to


arrange for such reports and accounts to be delivered to Companies House forthwith;

- 2.5 any Director be and hereby is authorised to make any arrangements necessary in connection with the Statements of Guarantee and Proposed Exemptions and to take such steps and actions as may be necessary or desirable in connection with these resolutions, including making all necessary entries in the Company's books and records.

We, being all of the Directors of the Company, confirm that we are in favour of the above resolutions.

We acknowledge that these resolutions take effect as if the resolutions were passed at a meeting of the board of directors of the Company duly convened and held.

DocuSigned by:  
  
27CAF56D0D37405 .....  
**Tim Levy**

DocuSigned by:  
  
B436F4F88D5249C .....  
**Georg Ell**

DocuSigned by:  
  
CF05B4C6B22D4FE .....  
**Gavin Logan**

## **Schedule 1**

### **The Subsidiaries**

1. Safeguard Software Limited - 09720178
2. Smoothwall Limited – Co. No. 04298247
3. Bidco Oasis Limited – Co. No. 10901339
4. Oval (2304) Limited – Co. No. 11389068
5. Ensco 1227 Limited - Co. No. 10687688\*
6. Esafe Global Limited – Co. No. 06169753\*

\* Note: Ensco 1227 Limited and Esafe Global Limited were not subsidiaries of the Company as at 31 March 2021. Accordingly, provision of guarantee under s. 479A of the Act and related subsidiary exemption only relates to financial period ending 30 June 2021.