

COMPANY NUMBER: 11768489

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
APEM GROUP LIMITED
(THE COMPANY)

Circulation Date 30 May 2023 (the **Circulation Date**)

(Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the Act))

The undersigned, being the shareholders of the Company entitled to vote, hereby pass resolution 1 as a special resolution and resolution 2 as an ordinary resolution (the **Resolutions**) as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. **THAT**, the pre-emption rights set out in article 26 of the articles of association of the Company (**Articles**) shall not apply to the proposed Buyback (as defined below).

ORDINARY RESOLUTION

2. **THAT**, the terms of the share buyback agreement attached to these Resolutions made between the Company and Peter Gaches (**Buyback Agreement**), for the purchase by the Company of 392 C ordinary shares of £0.10 each in the capital of the Company for a total consideration of £131,000.00 out of the available distributable profits of the Company, be and is hereby approved and the Company be authorised to enter into the Buyback Agreement.

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 on the above Resolutions, hereby irrevocably agree to the Resolutions as indicated above:

Valerie Kendall
.....

a director, acting on behalf of
WestBridge Fund Managers Limited acting in its capacity
as duly appointed fund manager for and on
behalf of **WestBridge II LP**

Date 30 May 2023

Valerie Kendall
.....

a director, acting on behalf of
WestBridge (APEM) Nominees Limited

Date 30 May 2023



.....
Adrian Williams

Date 30 May 2023

.....
Stuart Clough

Date

.....
Andrew Lockwood

Date

.....
Stephen Bellew

Date

.....
Peter Gaches

Date

.....
Timothy Golding

Date

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Nicola Hunter, Riverview A17 Embankment Business Park, Vale Road Heaton Mersey, Stockport, England, SK4 3GN.
 - **Post:** returning the signed copy by post to FAO Nicola Hunter, Riverview A17 Embankment Business Park, Vale Road Heaton Mersey, Stockport, England, SK4 3GN.
 - **E-mail:** by attaching a scanned copy of the signed document to n.hunter@apemltd.co.uk. Please enter "Resolutions" in the e-mail subject box.

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, by midnight 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.