

**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 agreements attached to these Resolutions made between the Company and each of the sellers named therein (**Buyback Agreements**), for the purchase by the Company of an aggregate of 1230 D ordinary shares of £0.10 each in the capital of the Company for a total consideration of £17.00 out of the capital of the Company pursuant to section 692(1ZA) of the Act and in accordance with article 28 of the Company's Articles, be and is hereby approved and the Company be authorised to enter into the Buyback Agreements.

**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**

30 May 2023  
Date .....

*Valerie Kendall*  
.....

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

30 May 2023  
Date .....



.....  
**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 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 Capital Law at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.

**Post:** returning the signed copy by post to Capital Law at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.

**E-mail:** by attaching a scanned copy of the signed document by email to [g.williams-davies@capitallaw.co.uk](mailto:g.williams-davies@capitallaw.co.uk). Please enter "APEM" 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 Resolutions to pass, they 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.