

**Company Number: 13273435**

**PRIVATE COMPANY LIMITED BY SHARES**

**PRINT OF WRITTEN RESOLUTIONS**

**of**

**SIMSAGE GROUP LIMITED (the "Company")**

**PASSED ON 2<sup>nd</sup> AUGUST 2023**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**CA 2006**"), Resolution 1 below was duly passed as an ordinary resolution and Resolution 2 was duly passed as a special resolution on 2<sup>nd</sup> August 2023 by way of written resolution.

**ORDINARY RESOLUTION**

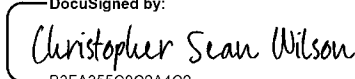
**1. AUTHORITY TO ALLOT**

THAT the directors of the Company be and hereby are generally and unconditionally authorised in accordance with section 551 of the CA 2006 to exercise all the powers of the Company to allot shares, and/or grant rights to subscribe for or to convert any security into any shares ("Rights"), up to an aggregate nominal amount of £76.814, provided that the above authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, save that in accordance with section 551(7) of the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTION**

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of Resolution 1, the directors of the Company be and hereby are generally and unconditionally empowered to allot, and/or grant Rights over, shares in the capital of the Company pursuant to the authority conferred by Resolution 1 as if any and all rights of pre-emption, howsoever arising (including, without limitation, pursuant to the CA 2006, the Company's articles of association, and/or any shareholders' agreement of the Company from time to time) did not apply to any such allotment or grant.

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Director

04-Aug-2023

Date