

Company number: 13340672

**RESOLUTIONS
OF
CAFE TOPCO LIMITED
(the "Company")**

Passed on 27 July 2021

In accordance with the written resolution procedure in Chapter 2 Part 13 Companies Act 2006, the following resolutions were duly passed:

RESOLUTIONS

ORDINARY RESOLUTION

Conditional on the scheme of arrangement between Proactis Holdings plc ("**Proactis**") and its shareholders, pursuant to which Cafe Bidco Limited will acquire the entire issued and to be issued share capital of Proactis, other than shares owned or controlled by funds advised and managed by DBAY Advisors Limited, (the "**Scheme**") becoming effective in accordance with its terms:

3. THAT, subject to the passing of resolution 2, in accordance with section 551 of the Companies Act 2006, the Board be unconditionally authorised to allot and issue shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £94,376,933 consisting of:
 - (C) £61,345,006 divided into 61,345,006 A Ordinary Shares of £1.00 each in the capital of the Company; and
 - (D) £33,031,927 divided into 33,031,927 B Ordinary Shares of £1.00 each in the capital of the Company,

each as defined in and having the respective rights and subject to the respective restrictions set out in the Articles, as defined in resolution 4 below. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on the fifth anniversary of the date of on which this resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

Conditional on the Scheme becoming effective in accordance with its terms:

2. THAT, the Company hereby adopts the articles of association in the form attached to this resolution (the “**Articles**”) as the articles of association of the Company in substitution for and to the exclusion of the Company’s existing articles of association;
3. THAT, in accordance with section 630 of the Companies Act 2006, Cafe Parentco Limited, being the holder of all the issued ordinary shares of £0.01 each in the Company, hereby irrevocably sanctions and consents to the passing of resolution 2 above and each and every modification, variation, abrogation or surrender of the rights, privileges and restrictions attaching to the ordinary shares of £0.01 each as a class of shares as will or may be involved in or effected by or pursuant to the passing and implementation thereof.

DocuSigned by:

David Dawson

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Director