

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS

of

THE TRANSLATION PEOPLE BIDCO LIMITED

(company number: 14188836)

(the "Company")

20 September 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (as applicable) (together, the "Resolutions").

SPECIAL RESOLUTION

THAT, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 55:

55 Transfers in Security

Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where that transfer is:

- i. to a Secured Party;
- ii. is delivered to the Company for registration by a Secured Party in order to perfects its security over the shares; or
- iii. is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and a certificate by any official of a Secured Party that the shares are or are to be subject to such security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company (or proposed transferor of those shares) and no Secured Party shall be required to offer the shares which are or are to be the subject of any such transfer to the members for the time being of the Company or any of them, and no such member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of any shares which have been charged by way of security to a Secured Party or which are transferred in accordance with the provisions of this Article.

For the purposes of this Article, "Secured Party" means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in the loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate or a nominee of any of the foregoing.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a person entitled to vote on the Resolutions on Circulation Date, hereby irrevocably agree to the Resolutions:

Signed: DocuSigned by: Jasmin Schneider Date: 21 September 2023  
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For and on behalf of The Translation People Midco Limited

## NOTES

- 1 If you agree with 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:

- (a) By Hand: delivering the signed copy addressed to the directors of the Company at the Company's registered office; or
- (b) Post: returning the signed copy by post addressed to the directors of the Company at the Company's registered office.

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 within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions 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.