

Origo Services Limited (the “Company”)

Registered in Scotland No. SC115061

The Companies Acts

Print of Members’ Extraordinary General Meeting Resolutions

At an Extraordinary General Meeting of the Company, duly convened and held at 7 Lochside View, Edinburgh, EH12 9DH, on 19 May 2022 at 9.30 am, the following resolutions were duly passed, as Special Resolutions, as indicated: -

SPECIAL RESOLUTIONS

1. THAT:
 - i. Origo Secure Internet Services Limited (registered company number SC201466) (“**OSIS**”), which holds 232,086 ordinary shares of £1.00 each in the capital of the Company (the “**Shares**”) as nominee and on trust for all shareholders of the Company (other than OSIS) and with no interest (legal or beneficial) in such Shares, is hereby authorised and instructed to transfer the Shares to the Company for a total consideration of £1.00, which sum shall be held by the Company in trust for all shareholders of the Company (other than OSIS); and
 - ii. the terms of an agreement to be made between the Company and OSIS (as nominee and trustee on behalf of all other shareholders of the Company) (a copy of which agreement is attached hereto) (the “**Buy Back Agreement**”) for the purchase by the Company from OSIS of 232,086 of its own ordinary shares of £1.00 each for a total consideration of £1.00, be approved and the Company be and is authorised to enter into the Buy Back Agreement.
2. THAT the document attached to these resolutions be adopted as the new articles of association of the Company, in place of and to the exclusion of all previous articles of association of the Company.
3. THAT, the final paragraph of Clause 11.5 of the modified and restated shareholders’ agreement approved and adopted by special resolutions of the Company’s members dated 23 October 2006 made between the Company and its members (the “**SHA**”) be amended such that it reads:

“A special resolution to vary this Agreement shall specify the substance of the proposed variation thereof as shall the notice convening any meeting at which a special resolution to vary this Agreement is to be proposed. The provisions of sub-paragraph (b) of paragraph 6 of Part 12 shall not be varied by special resolution. Any variation effected in accordance with this Clause 11.5 shall be effective and binding on all the parties for all purposes.”

4. THAT, conditional on and subject to the passing of resolutions 2 and 3 above, in accordance with Clause 11.5 of the SHA
- i. Clause 6.1 or any other provision to the contrary (whether set out in the SHA, the articles of association of the Company or otherwise) shall (with effect from the date of these resolutions) be deemed to have been varied to permit Project Source Bidco Limited (Company Number 13781706) (a company backed by funds from Vespa Capital III LP) to become an Ordinary Member (as defined in the SHA), whether by the issue or transfer to it of ordinary shares in the capital of the Company; and
- ii. a new Clause 11.6.4 shall be inserted into the SHA (with effect from the date of these resolutions) as follows:
- “Upon the transfer of a party’s entire holding of shares in the capital of the Company to Project Source Bidco Limited (Company Number 13781706) (a company backed by funds from Vespa Capital III LP), such party’s rights and/or obligations under or pursuant to this Agreement shall forthwith irrevocably terminate.”*
5. THAT those resolutions recommended to the members of the Company and subsequently passed at any previous general meeting of the Company (whether an annual general meeting or otherwise), be retrospectively approved and ratified, despite the fact that such general meeting may not have been validly convened in accordance with the articles of association of the Company in relation to the giving of at least 21 clear days’ notice of such general meeting (where it was required to do so).

 *Graham McLachlan*

DIRECTOR AND AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
ORIGO SERVICES LIMITED

20 May 2022

Dated