

Company Number: SC225788

WRITTEN RESOLUTIONS OF THE DIRECTORS
OF
CALERO SOFTWARE LIMITED
(the "**Company**")

We, the undersigned, being all the directors of the Company entitled to receive notice of meetings of the board of directors of the Company **HEREBY PASS** the following resolutions (the "**Resolutions**") as written resolutions pursuant to the Company's articles of association (the "**Articles**").

We agree that the Resolutions shall, for all purposes, be valid and effective as if the same had been passed at a board meeting of the Company duly convened and held.

1. BACKGROUND AND PURPOSE

- 1.1 It is noted that OHCM TEM New Holdco Inc. ("**Calero Holdco**") proposes to undertake a re-organisation of the group of companies ultimately controlled by Calero Holdco (the "**Calero Group**") (the "**Reorganisation**"), with the aim to rationalise the UK entities and operations of the Calero Group.
- 1.2 In connection with the Reorganisation, it is proposed that the name of the Company is changed pursuant to the Articles. The purpose of these Resolutions is to consider, and if thought fit, to approve the proposed name change and all other matters relating thereto.

2. DECLARATION OF INTERESTS

- 2.1 In accordance with the requirements of section 177 of the Companies Act 2006 (the "**Act**") and the Articles, it is noted that each director has confirmed any direct or indirect interests they have in any way in relation to the matters to be considered by these Resolutions.
- 2.2 It is further noted that pursuant to article 4.1 of the Articles and notwithstanding any such interest, the directors may vote subject to the disclosure of such interests.

3. CHANGE OF NAME

Having carefully considered the proposed name change and all matters related thereto, including consideration of the matters referred to in sections 172 to 177 of the Act, **IT IS RESOLVED** to change the name of the Company to CALERO MDSL LIMITED pursuant to Article 13(a) of the Articles.

4. FILING

- 4.1 **IT IS RESOLVED THAT** any director of the Company or the Company Secretary be and is hereby authorised to:



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- 4.1.1 make all necessary and appropriate entries in the books and registers of the Company;
- 4.1.2 arrange for the following to be filed at Companies House:
 - 4.1.2.1 Form NMO1 (*Change of Name*); and
 - 4.1.2.2 a cheque for £50 in respect of the name change fee; and
- 4.1.3 arrange for the display and disclosure of the new company name as and when necessary at the Company's office(s) and on the Company's stationery.

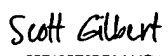
5. GENERAL

- 5.1 These Resolutions may be executed by the directors in separate counterparts, each of which when so executed shall be deemed an original, and all such counterparts shall together constitute one and the same document.
- 5.2 The Company shall be allowed to rely on delivery of an electronic or facsimile copy of these resolutions and such electronic or facsimile copy shall be legally effective to create a valid and binding resolution.
- 5.3 Following the execution of these Resolutions, any director of the Company will make all necessary and appropriate entries in the books and registers of the Company and arrange for all relevant forms and filings to be made.

DocuSigned by:

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Signed by **BRIAN BRADY**

Date: 26 February 2021

DocuSigned by:

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Signed by **SCOTT GILBERT**

Date: 26 February 2021