

Company number: 01322002

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

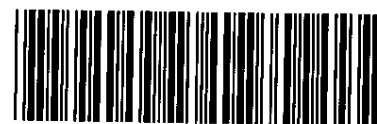
WRITTEN RESOLUTION

of

OISE LIMITED

(the "Company")

TUESDAY



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30/01/2018

#146

COMPANIES HOUSE

Circulation Date 23 JUNE 2016

(Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"))

The undersigned, being the sole shareholder of the Company entitled to vote, hereby passes the following resolutions as an ordinary resolution and special resolution (the "**Resolutions**") as if the same had been passed at a General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the terms of the documents referred to below which the Company is proposing to enter into, and the transactions contemplated by such documents, be and are hereby approved and the directors of the Company be and are specifically authorised, empowered and directed in the name and on behalf of the Company to enter into the following documents:
 - 1.1 a facility agreement (the "**Facility Agreement**") to be entered into by: (1) HSBC Bank PLC (the "**Bank**") as lender; (2) OISE Holdings Limited, as borrower; and (3) the Company, S.E.S. Tutors Limited, Eckersley Oxford Limited, The Education and Training Company Limited, OISE @ Sherbourne Priors Limited and Instill Education Limited (the "**Original Guarantors**"), in relation to a £6,000,000 secured revolving loan facility (the "**Facility**"); and
 - 1.2 a debenture to be entered into between the Company and the Bank.

SPECIAL RESOLUTION

2. THAT the articles of association of the Company be amended by inserting the following:
 - 2.1 a new article as article 22 (*Shares Charge to Secured Institutions*):

"The Company shall have no lien on any shares which have been charged by way of security to any bank or institution, or to any nominee of such a bank or institution."
 - 2.2 a new article as article 42 (*Transfer of Shares to Secured Institutions*):

"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 such transfer is:

- (i) *to a bank or institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*
- (ii) *executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or*
- (iii) *executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security.*

and the remaining articles be renumbered accordingly.

AGREEMENT

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

The undersigned, being the person entitled to vote on the above Resolution, hereby irrevocably agrees to the Resolution as indicated above:


.....
Director for and on behalf of
OISE Holdings Limited

Date 23 JUNE 2016
.....

NOTES

1. If you agree to the resolution, 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:
 - **By Hand:** delivering the signed copy to Capital Law LLP at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **Post:** returning the signed copy by post to Capital Law LLP at Capital Building, Tyndall Street, Cardiff, CF10 4AZ.
 - **E-mail:** by attaching a scanned copy of the signed document. Please enter "Written resolution dated 23 JUNE 2016" in the e-mail subject box.

If you do not agree to the resolution, 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 resolution, you may not revoke your agreement.
3. Unless, by midnight on 21 July 2016, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, 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.

Registered No: 01322002

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

NOTICE OF PASSING OF WRITTEN RESOLUTIONS

OF

OISE LIMITED

(Passed on 21 Jan 2005)

Notice is hereby given that, by a written resolution signed by being all the members who at the date of this resolution were entitled to attend and vote at a general meeting of the Company, the following resolutions were duly passed.

RESOLUTIONS

1. THAT the Company be re-registered as a public company in accordance with the provisions of Section 43, Companies Act 1985;
2. THAT the name of the Company be changed to "OISE plc";
3. THAT the Memorandum of Association of the Company be altered by
 - 3.1 deleting clause 1 and inserting in substitution for it:
"1. The name of the company is OISE plc";
 - 3.2 inserting as new clause 2:
"2. The company is to be a public company"; and
re-numbering the present clauses 2 to 5 as clauses 3 to 6 respectively
 - 3.3 following re-numbering pursuant to paragraph 3.3.2, above, renumbering of Clauses 4.(a) to (s) as Clauses 4.(b) to (t) and the adoption of new Clauses 4.(a), 4.(u), 4.(2) and the amendment of Clause 4.(o), 6. and Footnote 1 namely:
 - "(a) To carry on any business as a general commercial company."
 - "(o) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business, either by cash payment or the allotment to him or them of shares or

other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient."

"(u) To give, whether directly or indirectly, such financial assistance (as defined in Section 152(1)(a) of the Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act as is permitted under Chapter VI of the Act."

"(2) In this clause, the expression the "Act" shall mean the Companies Act 1985, but so that any reference to this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."

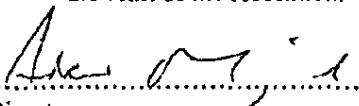
"6. The Company's share capital is £2,500,000 divided into 50,000,000 ordinary shares of 5p each."

"Footnote 1

By resolution dated 19 December 2003, the authorised share capital of the Company was increased from £100 to £250,000.

By resolution dated 26 May 2005, the authorised share capital of the Company was increased from £250,000 to £2,500,000."

4. THAT the regulations contained in the printed document attached to this resolution headed 'Articles of Association' be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association of the Company with immediate effect.
5. THAT the Directors be and are hereby empowered, pursuant to Section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 3 passed at an EGM dated 26 May 2005 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with the option agreement proposed to be entered into between The Partners of the Christopher Winston Smith Partnership, Christopher Smith and the Company within one month of the draft of the resolution.


.....
Director

Presenter's name, address and reference
Wilmer Cutler Pickering Hale and Dorr LLP (Ref: SGN)
Park Gate
25 Milton Park
Oxford OX14 4SH