

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHISWICK & BEDFORD PARK PREPARATORY SCHOOL COMPANY LIMITED

COMPANY NUMBER: 02489668

(the Company)

Circulation Date: 26 February 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the **Resolution**).

RESOLUTION

THAT, the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006, being matters relating to the transfer of 41 A ordinary shares of £1 each held by Michael Charles Stewart Morrow in the Company (**Transfer 1**), the transfer of 41 A ordinary shares of £1 each held by Monica Beryl Morrow in the Company (**Transfer 2**), and the transfer of 18 B ordinary shares of £1 each held by The Morrow Education Trust 2014 (acting by its trustees, Michael Charles Stewart Morrow and Monica Beryl Morrow) (**Transfer 3**) to Dukes Schools Ltd (company number 11086427), with: Michael Charles Stewart Morrow interested by virtue of being a (i) director / secretary / shareholder of the Company, a seller pursuant to Transfer 1 and a trustee / settlor of The Morrow Education Trust 2014 in connection with Transfer 3, and Monica Beryl Morrow interested by virtue of being a (i) director / shareholder of the Company, a seller pursuant to Transfer 2 and a trustee / settlor of The Morrow Education Trust 2014 in connection with Transfer 3.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the above circulation date, hereby irrevocably agrees to the Resolution:

THURSDAY



AA00J46B

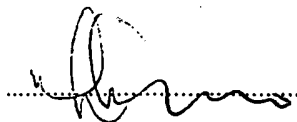
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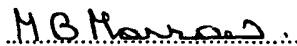
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COMPANIES HOUSE

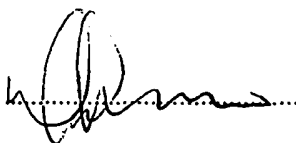
Signed by **Michael Charles Stewart
Morrow**
Date


.....
26 February 2021

Signed by **Monica Beryl Morrow**
Date


.....
26 February 2021

Signed **Michael Charles Stewart Morrow** in his
capacity as trustee of **THE MORROW
EDUCATION TRUST 2014**


.....

Date

..... 26 February 2021

Signed **Monica Beryl Morrow** in her capacity as
trustee of **THE MORROW EDUCATION TRUST
2014**


.....

Date

..... 26 February 2021

NOTES

1. If you agree with 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 FAO the Directors, Priory House, Priory Avenue, Chiswick, London, W4 1TX.
- **Post:** returning the signed copy by post FAO the Directors, Priory House, Priory Avenue, Chiswick, London, W4 1TX.

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 28 days beginning with the date on which the Resolution is circulated, sufficient agreement has been received for the Resolution to pass, it 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.