

BABCOCK CAREERS GUIDANCE LIMITED (the "Company")
Company No. 02961588

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND
HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE
PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

CIRCULATION DATE: 17...December..... 2019

SPECIAL RESOLUTIONS:

RESOLUTION 1

THAT the capital of the Company of £7,500,100 (comprising 1,050 ordinary shares of £1 each, 50 deferred shares of £1 each fully paid and the share premium reserve of £7,499,000) be reduced to £2 by:

- (i) cancelling and extinguishing 1,049 ordinary shares of £1 each and 49 deferred shares of £1 each registered in the Company's register of members in the name of Babcock Training Limited; and
- (ii) cancelling the whole of the share premium reserve of £7,499,000 of the Company.

RESOLUTION 2

THAT the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £7,500,098 (being the aggregate capital sum cancelled by Resolution 1) be credited to the profit and loss account of the Company.

The undersigned, being as at the circulation date all of the eligible members of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above.

Signed:



Date: 17.12.19

Name: IAIN URGUHART

Duly authorised, for and on behalf of Babcock Training Limited (as the holder of all of the ordinary shares in the capital of the Company)

TUESDAY



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17/12/2019

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COMPANIES HOUSE

TO THE SHAREHOLDER/MEMBER:

NOTES

1. Under the provisions of Part 13 of the Companies Act 2006, the written resolutions will lapse if they are not passed by2019, which is the end of a period of 28 days beginning with the Circulation Date; **however, to comply with the requirements of the Companies Act 2006 in connection with a reduction of capital, the written resolutions approving the reduction of capital must be passed no later than2019 (i.e. within 15 days of the date of the solvency statement signed by the directors in connection with the capital reduction).**
2. The written resolutions are passed on the date and at the time when you have *signified* your agreement to them.
3. Your agreement is *signified* when the Company receives from you an *authenticated* form of this document.
4. This document is *authenticated* when it is signed and dated by you in the spaces provided.
5. You may return the authenticated form of this document by any of the following means:
 - (a) by posting it or delivering it by hand to a director of the Company at the Company's registered office, or
 - (b) by e-mailing a scanned copy of it to [EMAIL ADDRESS]
6. Your agreement, once signified, may not be revoked.
7. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.