

Company No 3320573

THE COMPANIES ACT 2006
CLIFFORD HOUSE LIMITED
(the "Company")
WRITTEN RESOLUTIONS

THURSDAY



We, the undersigned, being the sole member of the Company who at the circulation date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following as a written resolution, which has been proposed as a special resolution

SPECIAL RESOLUTION

- 1 **THAT** the Company's articles of association be altered by the addition of the following as a new article 33

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

- a) is to any Secured Party, or
- b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares

For the purposes of this Article "Secured Party" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf "

AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolutions on 15 May 2016 hereby irrevocably agrees to the resolutions, for and on behalf of Cambian Childcare Properties Limited


for and on behalf of
Cambian Childcare Properties Limited

NOTES:

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Clifford Chance LLP acting on behalf of the Company.

If you do not agree to all of the resolutions, 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 resolutions you may not revoke your agreement
- 3 Unless by the date falling 28 days from the circulation date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.