

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

-OF-

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02/12/2016

COMPANIES HOUSE

#186

KINGSWOOD LEARNING AND LEISURE GROUP LIMITED

(the "Company")

Circulation date: 22/11/ 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolution (the "Resolution") is passed as special resolution

SPECIAL RESOLUTION

1. Alteration of Articles of Association

1.1 THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 43

"Notwithstanding anything contained in these Articles

(a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and

(b) the directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is

(i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or

(ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or

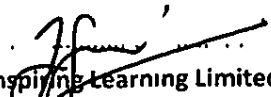
(iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts Any lien on shares which the Company has shall not apply in respect of any shares which

have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article "

2. This resolution shall have effect notwithstanding any provisions of the Company's Articles of Association

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on 22/11/ 2016, hereby irrevocably agree to the Resolution


Inspiring Learning Limited

Date: 22/11/ 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 in hard copy to Travers Smith LLP, 10 Snow Hill EC1A 2AL or by e-mail to bertie.radcliffe@traverssmith.com and fiona.swords@traverssmith.com
- 2 If by the date which is 28 days after the date of circulation, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
- 3 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.