

Company No: 04212551

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
-of-
SCHOOLS INVESTMENT COMPANY (IRL) LIMITED
(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

APPROVAL OF BONUS SHARE ISSUE

Circulation Date: 11 November 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 below is passed as a special resolution (Special Resolution); and
- resolutions 2 and 3 below are passed as ordinary resolutions (together Ordinary Resolutions).

SPECIAL RESOLUTIONS

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

- a. THAT, the Company shall adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are summarised in the Appendix to this resolution.

ORDINARY RESOLUTIONS

2. REMOVAL OF RESTRICTION ON AUTHORISED SHARE CAPITAL

- a. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

3. BONUS ISSUE

- a. THAT, £2,739,851 standing to the credit of the Company's capital reserves be and is hereby capitalised and appropriated as capital to the sole holder of Ordinary shares of £1.00 each in the capital of the Company whose name appears in the register of members as at the close of business on 12 November 2020 and that the directors be and are hereby authorised to apply such sum in paying up in full 2,739,851 Ordinary shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holders of Ordinary shares of £1.00 each.

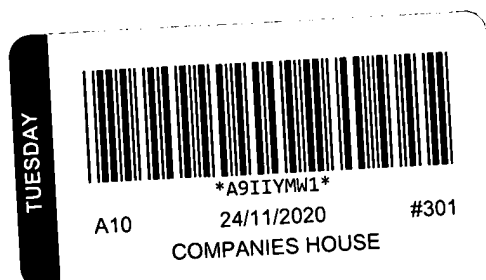
AGREEMENT

Please read the notes set out below before signing or taking any action on this resolution.

The undersigned, a person entitled to vote on the above resolutions on hereby irrevocably agrees to those resolutions as indicated above:

Keith Pickard

Director
For and on behalf of



Company No: 04212551

Information required to comply with section 291(4) of the Companies Act 2006

1. An eligible member is a member who would have been entitled to vote on the resolution on the circulation date.
2. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
3. The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 of the Companies Act 2006).