

ParentPay Limited (company number 04513692)
(the "Company")

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

Circulation date: 22 December 2021

WEDNESDAY



AAV17C9T

A08

05/01/2022

#29

COMPANIES HOUSE

1 Preamble

- 1.1 The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby **RESOLVES** and agrees that the resolutions below (the "**Resolutions**") are passed as ordinary and special resolutions (as applicable) of the Company, pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the Resolutions shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 1.2 Capitalised terms used and not otherwise defined in the Resolutions shall have the meanings given in the minutes of the board of directors of the Company scheduled to these written resolutions at Schedule 1 (*Board Minutes*) (the "**Board Minutes**").

2 Ordinary Resolutions

- 2.1 **THAT** the entry into and performance by the Company of the Documents to which it is party and the transactions contemplated thereby would promote the success of the Company for the benefit of its members as a whole and are hereby approved.
- 2.2 **THAT** the terms of the Documents to which the Company is party and the performance by the Company of its obligations thereunder are hereby approved, in each case, with such amendments thereto as any Director of the Company may in their absolute discretion approve.
- 2.3 **THAT** any Director is hereby instructed and authorised to take any action in connection with the negotiation, execution, delivery and performance of the Documents as he shall in his discretion deem necessary or appropriate.
- 2.4 **THAT** all other transactions, documents and other matters set out in or contemplated by the Board Minutes are hereby approved.
- 2.5 **THAT** any step taken or act done by any Director of the Company in connection with the Documents and/or the transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
- 2.6 **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the Directors of the Company contained in or incorporated by reference in the Articles, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.
- 2.7 **THAT** the Directors of the Company be instructed to arrange for:
- (a) all necessary and appropriate entries to be made in the books and registers of the Company; and
 - (b) all appropriate forms and documents to be filed at Companies House.

3 Special Resolutions

THAT the existing articles of association of the Company be replaced in their entirety with the articles of association scheduled to these written resolutions at Schedule 2 (*Articles of Association*).

SCHEDULE 1
Board Minutes

SCHEDULE 2
Articles of Association