

Capita Learning Limited

Company No: 04968329

The Companies Act 2006

We, the undersigned, being the sole member of the Company, for the time being, entitled to attend and vote at General Meetings hereby pass the following resolution and agree that the said resolution shall, pursuant to section 288 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

---

Special Resolutions

---

*"THAT the Company's share capital be reduced to 1 Ordinary share of £1 nominal value through the cancellation of 510,639 Ordinary shares of £1 each and the amount by which the share capital is so reduced be credited to the Company's profit and loss reserve."*

*"THAT the Company's share premium account be reduced to nil and the amount by which the share premium account is so reduced be credited to the Company's profit and loss reserve".*

Passed on: 31 July 2023

*M W Lansdown*

.....

Michael Lansdown  
Director  
Capita Business Services Ltd