

Company Number: 05159791

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION**  
**OF**  
**BLACK COUNTRY CONSORTIUM LIMITED**  
**("Company")**

**Circulated: 15th June 2023 ("Circulation Date")**

The directors of the Company propose that the following resolution be passed as a Special Resolution ("**Resolution**"):

**RESOLUTION**

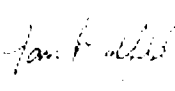
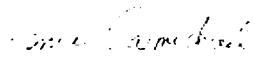

"**THAT** pursuant to Articles 4.1.1 and 4.1.10, the Articles of Association of the Company be amended as follows:

1. By adding the following article 19.1.11 to the Guarantee Members' reserved matters:  
*19.1.1 any resolution for the winding up or dissolution the Company including any provision for the distribution of the assets or property of the Company after provision has been made for all its debts and liabilities.*
2. By adding the following Article 27:  
*27 Winding up*  
*27.1 On the winding up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Company's remaining assets**) shall be paid or distributed to the Guarantee Members equally or otherwise as the Guarantee Members shall determine.*  
*27.2 The decision on the distribution of the Company's remaining assets may be made by unanimous agreement between the Guarantee Members at or before the time of winding up or dissolution."*

**AGREEMENT**

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Name of Member	Signature	Date
Councillor Mike Bird		June 2023
Councillor Ian Brookfield		June 2023
Councillor Kerrie Carmichael		22nd June 2023
Councillor Patrick Harley		June 2023
Authorised Officer Education and Skills Funding Agency		June 2023

## 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.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.