

Company no. 5293885

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

The School Travel Group Limited

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as a special resolution

SPECIAL RESOLUTIONS

- 1 **That**, pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £8,050 00 comprising 805,000 Ordinary shares of £0 01 each having the respective rights set out in the articles of association of the Company ("**Articles**"), **provided that** (unless previously revoked, varied or renewed) this authority shall expire on 30 November 2016, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to any such offer or agreement as if this authority had not expired

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

Circulation date: 27 October 2016

Registered office:

One, Jubilee Street, Brighton, East Sussex, BN1 1GE

Agreement to written resolution

We, the undersigned, being the persons entitled to vote on the above resolution, irrevocably agree to such resolution

WEDNESDAY





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16/11/2016

#438

COMPANIES HOUSE

Name of corporate member	INSPIRING LEARNING LIMITED	
Name and position of signatory	 <i>Block capitals please</i>	
Signed by Viking Investments LP by its manager Duke Street LLP, acting by a member		

Dated 27 October 2016

The School Travel Group Limited

("Company")

WRITTEN RESOLUTIONS CIRCULATED ON 27 October 2016 ("Circulation Date")

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

This document contains a proposed written resolution of The School Travel Group Limited for approval by you as the members of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolution to vote in favour of them for it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Date") the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

Once you have signified your agreement to the resolution, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on the Lapse Date.

If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the close of business on the Lapse Date.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.



COMPANIES HOUSE

