

**Intercede 3000 Limited
("the Company")**

Company Number: 05376327
Previous Name(s): Teachin Limited
Registered Office: Second Floor, Sir Wilfrid Newton House, Thorncliffe Park,
Chapelton, Sheffield, S35 2PH
Principal Trading Address: n/a

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE SOLE DIRECTOR AND
HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS (AS THE CASE MAY BE) OF
THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

Circulation Date: 20 FEBRUARY 2023

Special Resolution

THAT the Company be wound up voluntarily.

Ordinary Resolution

THAT Adrian Peter Berry and Stephen Roland Browne of Teneo Financial Advisory Limited, 156 Great Charles Street, Queensway, Birmingham, B3 3HN (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone.

Ordinary Resolution

THAT the basis of the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon.

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Ordinary Resolution

THAT the Joint Liquidators' category 2 expenses, including disbursements, as detailed below be approved and the Joint Liquidators be authorised to draw both category 1 and category 2 expenses, (plus VAT where applicable) from the liquidation estate.

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members.

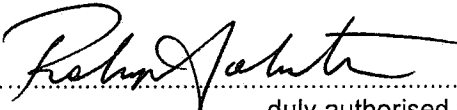
Special Resolution

THAT the books, accounts and documents of the Company be disposed of one year from dissolution of the Company.

The undersigned being, as at the Circulation Date set out above, the eligible members of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above.

Signed:

Date: 20/2/23


.....

....., duly authorised for and on behalf of the shareholder,
Kellis Group Limited

TO THE SHAREHOLDER:

Please read the following explanatory notes:

NOTES

1. The written resolutions will lapse if they are not passed within a period of 28 days beginning with the Circulation Date.
2. The written resolutions are passed on the date and at the time when the relevant majority of eligible members signify their agreement to them.
3. The relevant majority is:
 - a. in the case of an Ordinary Resolution, eligible members holding more than 50% of the total voting rights of all eligible members; and
 - b. in the case of a Special Resolution, eligible members holding not less than 75% of the total voting rights of all eligible members.
4. Your agreement as an eligible member is signified when the Company receives from you an authenticated form of this document.
5. This document is authenticated when it is signed and dated by an eligible member in the spaces provided.
6. You may return the authenticated form of this document by any of the following means:
 - a. by posting it or delivering it by hand to Suzy Dunkley, Second Floor, Sir Wilfrid Newton House, Thorncliffe Park, Chapeltown, Sheffield, S35 2PH; or
 - b. by emailing a scanned copy of it to Suzy.Dunkley@educationplacementgroup.com.
7. Your agreement, once signified, may not be revoked.
8. If this document is being authenticated by a person acting on behalf of the shareholder, then that person must ensure that he is duly authorised to do so.