

THE COMPANIES ACT 2006

CAMBIAN EDUCATION SERVICES LIMITED
Company number 05554772
(the "Company")

WRITTEN RESOLUTION

19 December 2022 (the "**Circulation Date**")

I, the undersigned, being the sole member of the Company who (at the Circulation Date) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution (which would otherwise be required to be passed as a special resolution) by way of a written resolution (the "**Resolution**"):

1. **THAT** the articles of association of the Company (the "**Articles**") be amended by inserting the following as a new Article 33(e):

*"Notwithstanding anything contained in these Articles the Directors (or Director if there is only one) of the Company shall promptly register any transfer of shares in the Company where such shares have been mortgaged or charged by way of security in favour of a bank, financial institution, trust, fund or any other entity (whether as lender, agent, trustee or otherwise) (a "**Secured Party**") and where the transfer is or is to be:*

- (a) *to a Secured Party or its nominee (or any other entity acting on its behalf); or*
- (b) *executed by a Secured Party, its nominee or any receiver (or similar officer) pursuant to any power existing under such security; or*
- (c) *by any insolvency practitioner in the course of selling those shares,*

and a certificate from the Secured Party, its nominee or any receiver or any other insolvency practitioner (or similar officer) that the shares are or are to be subject to such security and the transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts; and

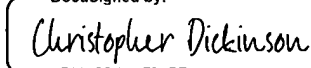
- (d) *any lien over shares (whether paid or unpaid shares), any pre-emption rights over shares and any other restrictions on the transfer of shares shall not apply to any shares that have been mortgaged or charged by way of security in favour of a Secured Party."*



AGREEMENT:

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

The undersigned, a person entitled to vote on the above resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

DocuSigned by:

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for and on behalf of
Cambian Group Holdings Limited

Date: 19 December 2022

NOTES:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company.

If you do not agree to all of the resolutions, 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 resolutions you may not revoke your agreement.
3. Unless by 28 days following the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.