

Company number: 06176270

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

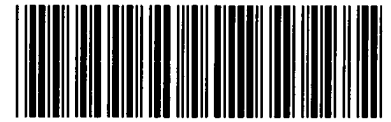
of

**LEARNING LABS LTD**

(the "Company")

**Passed on 28 February 2020**

THURSDAY



A12 \*A9AU4MCO\* 06/08/2020 #342  
COMPANIES HOUSE

The following resolutions were duly passed on the date set out above by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the Act).

**ORDINARY RESOLUTION**

**1. AUTHORITY TO ALLOT**

**THAT**, in accordance with section 551 of the Act, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) of up to an aggregate nominal amount of £84.08 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day immediately preceding the fifth anniversary following the passing of this resolution save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**SPECIAL RESOLUTIONS**

**2. ADOPTION OF NEW ARTICLES**

**THAT**, the new articles of association in the form attached to this resolution (**New Articles**) be adopted as the new articles of association of the Company in substitution for, and to the entire exclusion of the existing articles of association.

**3. DIS-APPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, in accordance with article 5.1 of the New Articles the Directors be generally empowered to issue shares of up to a nominal value of £84.08, as if the pre-emption rights set out in article 5 of the New Articles did not apply to the allotment of such shares.

Signed:

A handwritten signature in black ink, appearing to read 'Veejay Lingiah'. The signature is fluid and cursive, with a large initial 'V' and a long, sweeping underline.

Veejay Lingiah

Director