

Company number 06244880

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PRIORY EDUCATION SERVICES LIMITED (Company)

.....31.....August.....2021 (**Circulation Date**)

Under Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) propose that the resolution below is passed as a special resolution (the **Resolution**).

SPECIAL RESOLUTION

THAT the articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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 Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed by:

Date:

Priory Holdings Company No.3
Limited

David Holt

31 August 2021

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to the Company's registered office.
- **Post:** returning the signed copy by post to the Company's registered office.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to sarah.bratton-bishop@Bristows.com. Please type "Written resolutions – PESL" in the email subject box.

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.

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2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless by 28 days after the Circulation Date, sufficient agreement is 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.