

Company number 06779528

**SPECIAL RESOLUTION**

of

**LEARNDIRECT LIMITED (the "Company")**

**PRIVATE COMPANY LIMITED BY SHARES**

Passed on 19 August 2020

Notice is hereby given that, on 19 August 2020, the following resolution was passed as a special resolution

**SPECIAL RESOLUTION**

**THAT** the articles of association of the Company be amended by inserting the new articles as follows:

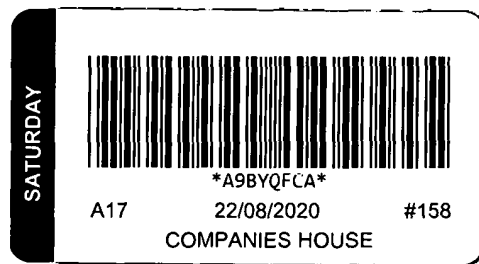
"5.3 Notwithstanding anything contained in these articles or the Companies Act 2006 Model Articles, the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer —

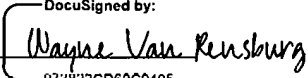
- a. is to any bank, lender, fund, or institution to which such shares have been charged by way of security or to any nominee of such bank, lender, fund or institution (a "Secured Institution"); or
- b. is delivered to the company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- c. is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt.

5.4 Notwithstanding anything to the contrary contained in these articles, (i) no transferor or proposed transferor of any shares in the company transferred or to be transferred to a Secured Institution or its nominee and (ii) no Secured Institution or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.

5.5 Notwithstanding anything to the contrary contained in these articles, the company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution."



DocuSigned by:  
  
973822CD60C9405...  
Director

Signed for or on behalf of  
**LEARNDIRECT LIMITED**

*[Signature page to Print of Special Resolution of Learndirect Limited]*