

Company Number: 06976340

CPL ONLINE LIMITED

(the "Company")

WRITTEN RESOLUTION

19 December 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution **(the "Resolution")**:

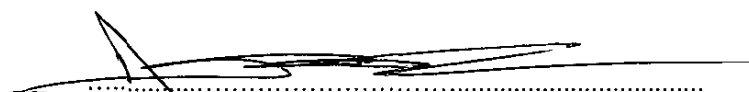
SPECIAL RESOLUTION

1. That the registered name of the Company be changed to CPL Learning Limited

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


For and on behalf of CPL Technology Group Limited

WEDNESDAY



A8W7VLGX

A13	08/01/2020	#7
COMPANIES HOUSE		
A8KYAQ8U		
A26	23/12/2019	#156
COMPANIES HOUSE		

Date: **19 December 2019**

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 the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

(a) **By hand:** delivering the signed copy to the Company's Registered Office.

(b) **Post:** returning the signed copy by post to the Company's Registered Office.

If you do not agree to 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 the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, 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.



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **6976340**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

CPL ONLINE LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

CPL LEARNING LIMITED

Given at Companies House on **8th January 2020**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**