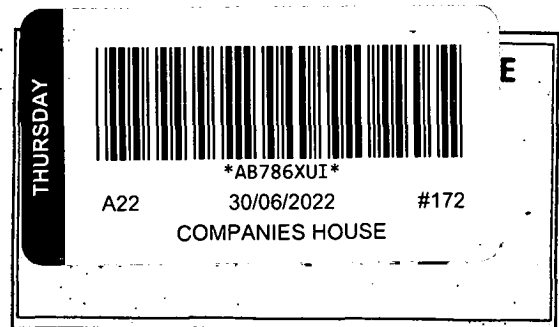


# SEPARATOR SHEET

08025712



Company number 08025712

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**LITTLE BEAR'S DAYCARE GROUP LIMITED**

(the **Company**)

Date: 8th June 2022 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the resolutions below are passed as ordinary resolutions and as special resolutions (**Resolutions**).

**ORDINARY RESOLUTIONS**

**RESOLUTION 1: SUBDIVISION OF SHARES**

THAT, with immediate effect from the passing of this resolution and in accordance with section 618 of the Companies Act 2006, the 2 ordinary share of £1 each in capital of the Company be sub-divided into 200 ordinary shares of £0.01 each (**Ordinary Shares**), such shares keeping the same rights and being subject to the same restrictions (save as to nominal value) as they had prior to the sub-division.

**RESOLUTION 2: AUTHORITY TO REDESIGNATE SHARES**

THAT, following Resolution 1 being successfully carried out the 200 Ordinary Shares be redesignated as 160 ordinary A shares of £0.01 each (**A Shares**), 20 ordinary B shares of £0.01 each (**B Shares**) and 20 ordinary C shares of £0.01 each (**C Shares**) such shares keeping the same rights and being subject to the same restrictions (save as to class of share) as they had prior to the redesignation.

**SPECIAL RESOLUTION**

**RESOLUTION 3: ADOPTION OF NEW ARTICLES OF ASSOCIATION**

THAT new articles of association, in the form annexed to these Resolutions, are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association with immediate effect.

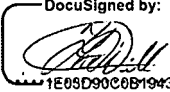
**RESOLUTION 4: VARIATIONS OF CLASS RIGHTS ATTACHING TO SHARES**

THAT, following Resolution 1 and Resolution 2 being successfully carried out the rights attached to the A Shares, B Shares and C Shares referred to in Resolution 2 above be varied so that dividends shall be paid at the discretion of the board of directors and the board of directors may declare, and the Company may pay, different levels of dividends on each class of share and for the avoidance of doubt the A Shares, B Shares and C Shares are different classes of share.

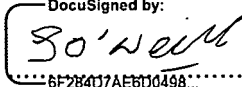
**AGREEMENT**

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

The undersigned, being entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions:

DocuSigned by:  
  
Signed .....  
1E05D90C08B1943D...  
James Lee O'Neill

8th June  
Date ..... 2022

DocuSigned by:  
  
Signed .....  
6F284D7AE6D0498...  
Seonaidh Scott O'Neill

8th June  
Date ..... 2022

## GUIDANCE NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:
  - **By hand:** delivering the signed copy to the Company's registered office at Suite 22 The Ongar Business Centre, The Gables, Fyfield Road, Ongar, England, CM5 0GA;
  - **Post:** returning the signed copy by post to the registered office of the Company (as specified above) addressed to the Directors of the Company;
  - **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to the relevant email address as instructed by the Directors of the Company; or
  - **Electronic Signature:** if these Resolutions are circulated via an electronic signature platform please indicate your agreement by electronically and dating this document in the manner as prescribed by such platform.
2. 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.
3. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 of the CA 2006).
4. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it
5. Sufficient agreement will have been reached to pass a special resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
6. Unless, by the date falling 28 days after the date of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.