

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TED LEARNING LTD (company number 08103935) (the "Company")

26 March 2020 (the "Circulation Date")

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

SPECIAL RESOLUTION:

THAT the registered name of the Company be changed from TED Learning Ltd to Quantet Training Limited.

AGREEMENT

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

The undersigned, a person entitled to vote on the above Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution:

Signed

DocuSigned by:
Jeremy Hempstead
26620F27E8A847A.....

Name

Jeremy Hempstead

Director, for and on behalf of Quantet Group Limited

Date

26th MARCH2020

MONDAY



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18/05/2020

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COMPANIES HOUSE

NOTES

1. If you agree to the Special 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:
 - 1.1 **By hand or by post:** to Cordelia Sanger, Bates Wells, 10 Queen Street Place, London, EC4R 1BE, United Kingdom; or
 - 1.2 **Email:** by attaching a clear scanned copy of the signed document to an email and sending it to c.sanger@bateswells.co.uk. Please type "Written resolution" in the email subject box.

You may not return the Special Resolution to the Company by any other method.
2. If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement is received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

TED LEARNING LTD**(Company number 08103935)**

Minutes of a meeting of the board of directors of the above-named company (the "**Company**")
 held at 10 Queen Street Place, London, EC4R on 26 March
 2020 at 11 am/pm.

PRESENT:	NAME	POSITION
	Graham David Howe (" GDH ")	Director
	Jeremy Peter Hempstead (" JPH ")	Director
	Justin Smith-Essex (" JS-E ")	Director

1. Chairperson

Jeremy Hempstead was appointed chairperson of the meeting and chaired the meeting throughout (the "**Chairperson**").

2. Notice and quorum

The Chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairperson declared the meeting open.

3. Declarations of interest

- 3.1 Each director present declared the nature and extent of their interest in the proposed transactions and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (the "**CA 2006**") and the Company's articles of association, as follows:

Name	Nature and extent of interest
GDH	being a: a) director in the Company; b) <i>director and shareholder in the Company's holding company, Quantet Group Limited (company number 09810763).</i>
JPH	being a:

	<p>a) director in the Company;</p> <p>b) director and shareholder in the Company's holding company, Quantet Group Limited (company number 09810763).</p>
JS-E	<p>being a:</p> <p>a) director in the Company;</p> <p>b) director and shareholder in the Company's holding company, Quantet Group Limited (company number 09810763); and</p> <p>c) director and shareholder in JSE Training Limited.</p>

- 3.2 It was noted that pursuant to article 8 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, subject to any restrictions imposed under the Company's articles of association

4. Business of the meeting

- 4.1 The Chairperson reported that the business of the meeting was to consider, and if thought fit, approve:

- 4.1.1 the proposed sale by the Company to JSE Training Limited (the "**Buyer**") of the following assets of the Company (collectively the "**Assets**");

- (a) the business name, "Ted Learning" (the "**Business Name**");
- (b) the goodwill of the Company in relation to the business of a commercial training provider and consultancy which is carried on by the Company (the "**Business**"), including the right for a proposed buyer to carry on the Business under the Business Name (the "**Goodwill**");
- (c) certain IT assets and marketing materials as set out in the APA (as defined in minute 5.1.1); and
- (d) some of the intellectual property owned by the Company as set out in the APA (as defined in minute 5.1.1),

the "**Transaction**".

- 4.1.2 the execution by the Company of an asset purchase agreement relating to the Transaction as well as a domain name transfer agreement and the delivery of those documents to the Buyer on completion of the Transaction ("**Completion**"); and
- 4.1.3 changing the Company's name to omit the words "Ted Learning" or any similar word or name.

5. Documents produced to the meeting

5.1 Engrossments of the following documents were produced to the meeting:

- 5.1.1 an asset purchase agreement to be made between the Company and the Buyer, setting out the terms of the Transaction, whereby the consideration payable by the Buyer for the Assets is £1 (the "**APA**");
- 5.1.2 a domain name transfer agreement to be made between the Company and the Buyer transferring the tedlearning.co.uk and tedlearning.uk domain names ("**Domain Transfer Agreement**"); and
- 5.1.3 a written resolution of the sole corporate member of the Company, Quantet Group Limited (company number 09810763) (the "**Member**") (the "**Written Resolution**").

6. Resolutions

- 6.1 After careful consideration of the APA and the matters referred to in section 172(1) of the CA 2006, **IT WAS RESOLVED** that:
 - 6.1.1 entering into the Transaction would promote the success of the Company for the benefit of its members as a whole;
 - 6.1.2 the terms of the APA and Domain Transfer Agreement be and are hereby approved;
 - 6.1.3 any director and, in the case of any document requiring execution as a deed, any two directors or any director in the presence of a witness who attests his signature, be and is hereby authorised to execute the documents for and on behalf of the Company in the form produced to the meeting (subject to such amendments, modifications, variations and alterations as those executing the same on behalf of the Company think fit), and to deliver the documents to the Buyer at Completion;
 - 6.1.4 each director of the Company be and is hereby authorised to do all such acts and things and agree and execute for and on behalf of the Company all such other documents, deeds, certificates or notices as he considers necessary or desirable in connection with the Transaction; and

- 6.1.5 the Written Resolution be approved in the form produced to the meeting and circulated to the Member.

7. Adjournment

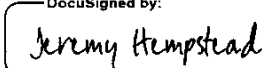
- 7.1 The meeting was adjourned so that the Written Resolution could be circulated to the Member.
- 7.2 The meeting reconvened and the Chairperson reported that the Written Resolution had been passed.

8. Administration

- 8.1 The Chairperson requested that:
- 8.1.1 all necessary and appropriate entries in the books and registers of the Company be made;
- 8.1.2 the following be filed at Companies House:
- (a) a copy of the Written Resolution;
 - (b) form NM01; and
 - (c) the relevant filing fee for the change of name,
- 8.1.3 the display and disclosure of the new name of the Company be arranged as and when necessary at the Company's registered office address and on the Company's stationary.

9. Close

There was no further business and the Chairperson declared the meeting closed.

DocuSigned by:

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Chairperson



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **8103935**

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

TED LEARNING LTD

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

QUANTET TRAINING LIMITED

Given at Companies House on **18th May 2020**



Companies House



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