

Company Number: 11034872

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

EDVAL EDUCATION LTD (the "Company")

CIRCULATION DATE: 29 11 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed:

SPECIAL RESOLUTION

"That with respect to the following proposed share transfers, articles 47 and 48 of the Company's articles of association be *disapplied*:

| Transferor | Transferee | No. of shares |
|------------------------------|-------------------------|---------------|
| Neomatrix Pty Ltd | Edval Education Pty Ltd | 80,000 |
| The Six Emmanuels Pty Ltd | Edval Education Pty Ltd | 4,000 |
| Julian Timothy Brabin Cooper | Edval Education Pty Ltd | 80,000 |
| Michael Emmanuel | Edval Education Pty Ltd | 2,000" |

AGREEMENT

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

The undersigned, holding shares in the Company totalling at least 75% of the shares entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

WEDNESDAY



A6L7S2QZ

A17

13/12/2017

#134

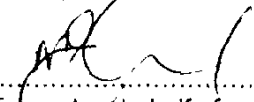
COMPANIES HOUSE

.....
For and on behalf of
Neomatrix Pty Ltd

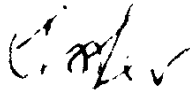
.....29/11/2017.....
Date

Company Number: 11034872

Director


.....
For and on behalf of
The Six Emmanuels Pty Ltd
Director

5.12.17
.....
Date



5-12-2017

.....
Julian Timothy Brabin Cooper

.....
Date


.....
Michael Emmanuel

5.12.17
.....
Date

NOTES

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

By Hand or Post: delivering the signed copy to the Company at C/O EDSPACE, BLOCK D, HACKNEY COMMUNITY COLLEGE, FALKIRK STREET, LONDON N1 6HQ

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to mike.hutchinson@bdo.co.uk. Please enter "Written resolution – Edval Education Ltd" in the e-mail 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.

2. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
3. If, by 28 days after the Circulation Date, insufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. 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.