

Circulation Date: 13 September 2021

Company Number: 11635568



## TAKE POINT TRAINING LIMITED (the "Company")

### WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 and 2 below be passed as special resolutions (the "Resolutions").

### Special Resolutions

- 1 THAT any pre-emption rights which the shareholders of the Company may be entitled to, including but not limited to the pre-emption rights contained in article 20 of the Company's articles of association, in respect of the following proposed transfer of shares due to take place on or around the date on which these Resolutions are passed, be and are hereby irrevocably and unconditionally dis-applied.

Name of transferor	Name of transferee	Number of Shares
Shaun Pascoe	Henry Davies	1
Shaun Pascoe	Tamsin Mulcahy	1
Clare Pascoe	Catherine Galloway	2

- 2 THAT, in accordance with section 21(1) of the Act, the articles of association of the Company be amended by inserting new definitions in article 1.1 as follows:

- ***"Fair Value: The Fair Value shall be the price per Sale Share determined by the Independent Expert on the following bases and assumptions:***
  - (a) valuing the Sale Shares as on an arm's-length sale between a willing seller and a willing buyer as at the date the Transfer Notice was served (or deemed served);*
  - (b) if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so;*
  - (a) that the Sale Shares are capable of being transferred without restriction;*
  - (b) valuing the Sale Shares as a rateable proportion of the total value of all the issued Shares without any premium or discount being attributable to the percentage of the issued share capital of the Company which they represent; and*

(c) *reflecting any other factors which the Independent Expert reasonably believes should be taken into account.*

- **Independent Expert:** *the accountants for the time being of the Company or, if they decline the instruction, an independent firm of chartered accountants of repute appointed by the Company and the Seller or failing agreement within 10 Business Days, appointed by the president of the Institute of Chartered Accountants of England and Wales."*

## AGREEMENT

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

The undersigned, being the persons entitled to vote upon the Resolutions on the Circulation Date stated above, hereby irrevocably agree to the Resolutions:

Signed	<div>DocuSigned by: Shaun Pascoe .....045524850480451.....</div> <b>SHAUN PASCOE</b>	Date	13 September 2021 .....
Signed	<div>DocuSigned by: Clare Pascoe .....990A11950393841.....</div> <b>CLARE PASCOE</b>	Date	13 September 2021 .....

## NOTES

- 1 If you agree to 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 only:

**By Hand:** delivering the signed copy to B-Fob Take Point Training, North Parade, Falmouth, Cornwall, England, TR11 2TF.

**Post:** returning the signed copy by post to B-Fob Take Point Training, North Parade, Falmouth, Cornwall, England, TR11 2TF.

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 sufficient agreement has been received for the Resolutions to pass within 28 days of the circulation date, 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.