

FRIDAY



A18 \*AB4WIZQX\* #288  
27/05/2022  
COMPANIES HOUSE

## NXTLVL EDUCATION LTD (Company)

Company number: 13982612

Private company limited by shares

### Written Resolutions

6th of May 2022 (Circulation Date)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the director of the Company proposes that resolutions 1 and 2 below are passed as ordinary resolutions and resolutions 3 and 4 below are passed as special resolutions (**Resolutions**):

### ORDINARY RESOLUTIONS

1. That, each of the 1,000 issued Ordinary Shares of £0.10 each in the capital of the Company be redesignated as Pre-Seed Shares of £0.10 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles (as defined below) adopted pursuant to resolution 3.
2. That, in accordance with the Companies Act 2006 (**CA 2006**) the director of the Company is generally and unconditionally authorised for the purposes of section 551 CA 2006 to exercise all the powers of the Company to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £900.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the Circulation Date, save that the Company may, before such expiry, make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the Director may allot shares or grant Rights under any such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 CA 2006 (but without prejudice to the validity of any allotment pursuant to such previous authority).

### SPECIAL RESOLUTIONS

3. That the draft articles of association attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (**New Articles**).
4. That in accordance with article 12.2 of the New Articles, the directors of the Company be generally empowered to allot and issue equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of £900.00 as if the pre-emption rights set out in articles 12.2 to 12.5 (inclusive) of the New Articles did not apply to any such allotment and issues.

### Agreement

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions:

*Michalis Gkontas*

5/6/2022

.....  
Signed by **Michalis Gkontas**,  
a Director, **For and on behalf**  
**of Lateralus Ventures P.C.**

.....  
Date

## NOTES

1. You can choose to agree to the Resolutions or not. 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:
  - **Docusign:** by affixing your signature through the Docusign electronic signature software, using the link sent to shareholders together with the Resolution.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Michalis Gkontas at [michalis@lateralus.ventures](mailto:michalis@lateralus.ventures). Please enter "Written Resolution" in the e-mail subject box.

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 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, 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.

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