

**Learnserve Limited
(the "Company")**

Company No: NI043825

The Companies Act 2006

We, the undersigned, being the sole member of the Company, for the time being, entitled to attend and vote at General Meetings hereby pass the following resolution and agree that the said resolution shall, pursuant to section 288 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"THAT the Company's share capital be reduced to 2 Ordinary shares of £1 each through the cancellation of 1,491,764 Ordinary shares of £1 each."

Passed on: 8 December 2014



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Francesca Todd
(on behalf of Capita Corporate Director Limited)

Capita Managed IT Solutions Limited

THURSDAY



J3M12PRD

JNI

11/12/2014

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COMPANIES HOUSE