

Company no. 06055034

**The Companies Act 2006**  
**Private company limited by shares**  
**WRITTEN RESOLUTIONS**  
**OF**  
**TEACHERCENTRIC LIMITED**  
**(the "Company")**

31 OCTOBER 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as an ordinary resolution of the Company, and resolution 2 is passed as a special resolution of the Company (together the "Resolutions")

**ORDINARY RESOLUTION**

- 1 **That** the directors of the Company be and they are unconditionally authorised pursuant to Section 551 Companies Act 2006 to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £120 92 in Ordinary shares of £0 01 each in the capital of the Company This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires

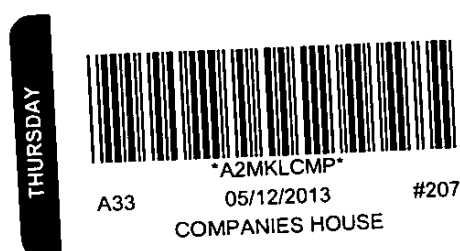
**SPECIAL RESOLUTION**

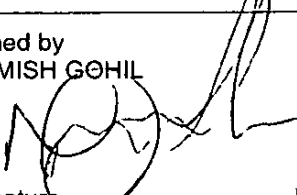
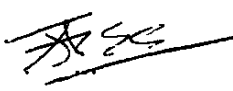
- 2 **That** all rights of pre-emption contained in the Articles of Association of the Company and in section 561(1) of the Act are hereby waived in relation to the shares allotted pursuant to Resolution 1 above


**Important:**

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

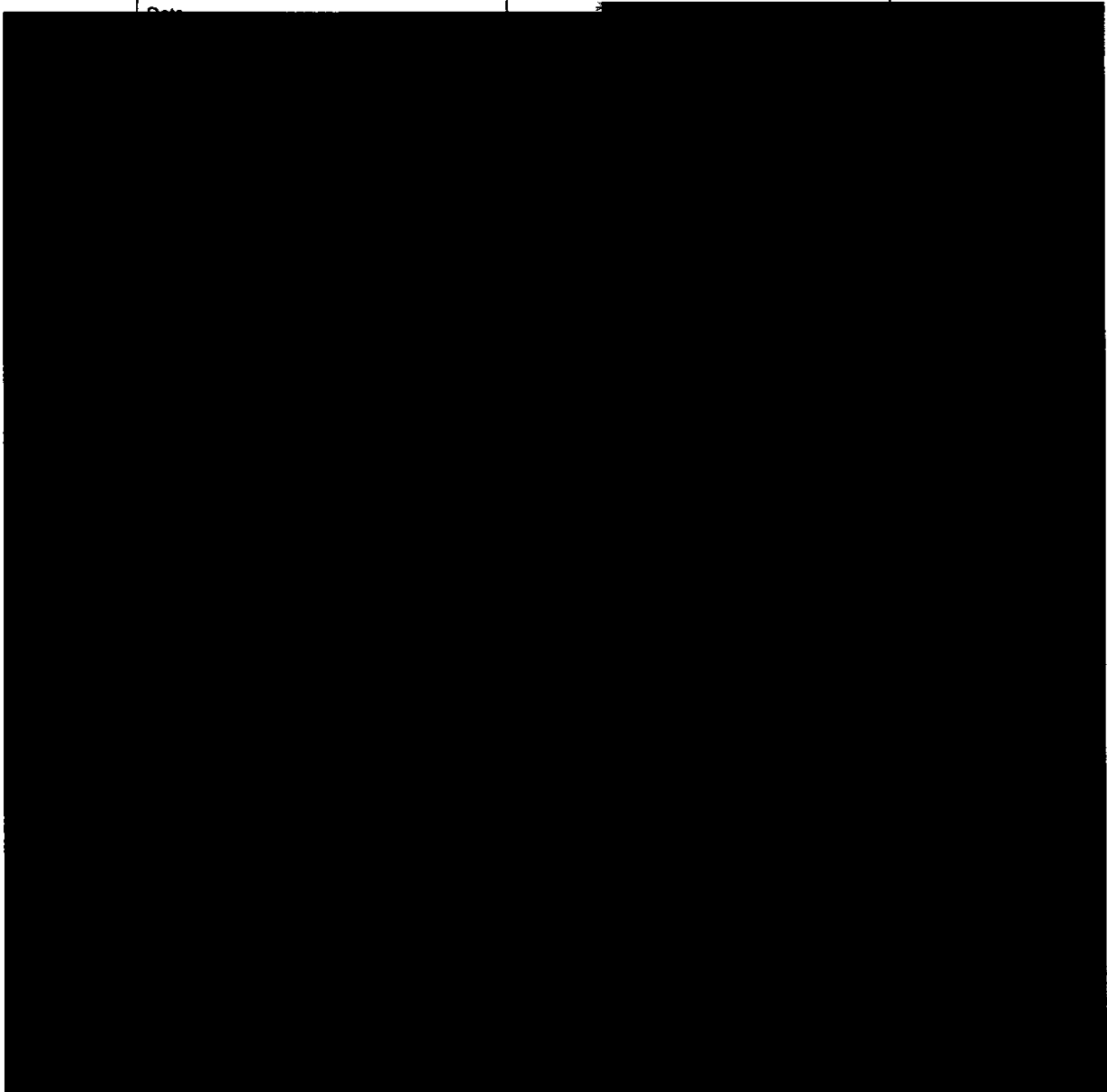
The undersigned, being each a person entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions




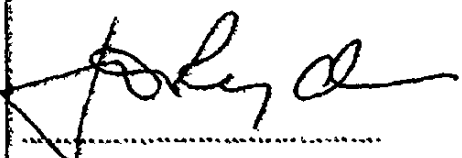
<p>Signed by NAIMISH GOHIL</p>  <p>Signature NAIMISH GOHIL</p> <p>Date</p>	<p>Signed by SHARON SMITH</p> <p>Signature</p> <p>Date</p>
<p>Signed by JONATHAN TISSEVERASINGHE</p>  <p>Signature Jonathan Tisseverasinghe</p> <p>Date</p>	<p>Signed by HENRY HALLWARD</p> <p>Signature</p> <p>Date</p>
<p>Signed by GEORGINA HALLWARD</p> <p>Signature</p> <p>Date</p>	<p>Signed by PAUL MEADOWS</p> <p>Signature</p> <p>Date</p>
<p>Signed by JOHN RYDER</p> <p>Signature</p> <p>Date</p>	<p>Signed by KAREN RYDER</p> <p>Signature</p> <p>Date</p>
<p>Signed by WILLIAM COBB</p> <p>Signature</p>	<p>Signed by MIRADA LIMITED</p> <p>Authorised Signatory</p>

<p>Signed by NAIMISH GOHIL</p> <p>Signature</p> <p>Date</p>	<p>Signed by SHARON SMITH</p> <p>SHARON SMITH</p> <p>Signature </p> <p>Date 16/10/13</p>
<p>Signed by JONATHAN TISSEVERASINGHE</p> <p>Signature</p> <p>Date</p>	<p>Signed by HENRY HALLWARD</p> <p>Signature</p> <p>Date</p>
<p>Signed by GEORGINA HALLWARD</p> <p>Signature</p> <p>Date</p>	<p>Signed by PAUL MEADOWS</p> <p>Signature</p> <p>Date</p>
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<p>Signed by WILLIAM COBB</p> <p>Signature</p>	<p>Signed by MIRADA LIMITED</p> <p>Authorised Signatory</p>

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<p>Signed by GEORGINA HALLWARD</p> <p>Signature</p> <p>Date</p>	<p>Signed by PAUL MEADOWS</p> <p>Signature</p> <p>Date</p>



<p>Signed by JONATHAN TISSEVERASINGHE</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by HENRY HALLWARD</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by GEORGINA HALLWARD</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by PAUL MEADOWS</p> <p></p> <p>Signature</p> <p>..... 10-10-2013</p> <p>Date</p>
<p>Signed by JOHN RYDER</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by KAREN RYDER</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by WILLIAM COBB</p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by MIRADA LIMITED</p> <p>.....</p> <p>Authorised Signatory</p> <p>.....</p> <p>Date</p>
<p>Signed by TREVOR WALKER</p> <p>.....</p>	<p>Signed by PASSION CAPITAL LP acting by its manager, PASSION CAPITAL INVESTMENTS LLP</p>

<p>Signed by <b>NAIKSH GOHIL</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by <b>SHARON SMITH</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by <b>JONATHAN TISSEVERASINGHE</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by <b>HENRY HALLWARD</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by <b>GEORGINA HALLWARD</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by <b>PAUL MEADOWS</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by <b>JOHN RYDER</b></p> <p></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>	<p>Signed by <b>KAREN RYDER</b></p> <p>.....</p> <p>Signature</p> <p>.....</p> <p>Date</p>
<p>Signed by <b>WILLIAM COBB</b></p> <p>.....</p> <p>Signature</p>	<p>Signed by <b>MIRADA LIMITED</b></p> <p>.....</p> <p>Authorised Signatory</p>

Signed by  
NAIMISH GOHIL

Signature

Date

Signed by  
SHARON SMITH

Signature

Date

Signed by  
JONATHAN TISSEVERASINGHE

Signature

Date

Signed by  
HENRY HALLWARD

Signature

Date

Signed by  
GEORGINA HALLWARD

Signature

Date

Signed by  
PAUL MEADOWS

Signature

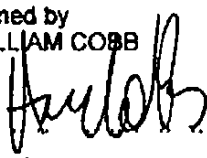
Date

Signed by  
KAREN RYDER

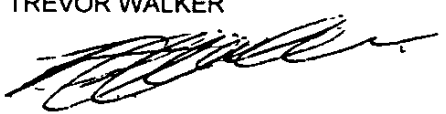
Signed by  
KAREN RYDER


Signature

Signature

<b>Signed by</b> <b>NAIMISH GOHIL</b>  ..... <b>Signature</b>  <b>Date</b>	<b>Signed by</b> <b>SHARON SMITH</b>  ..... <b>Signature</b>  <b>Date</b>
<b>Signed by</b> <b>JONATHAN TISSEVERASINGHE</b>   <b>Signature</b> ..... <b>Date</b>	<b>Signed by</b> <b>HENRY HALLWARD</b>  ..... <b>Signature</b>  <b>Date</b>
<b>Signed by</b> <b>GEORGINA HALLWARD</b>   <b>Signature</b> ..... <b>Date</b>	<b>Signed by</b> <b>PAUL MEADOWS</b>   <b>Signature</b>  <b>Date</b>
<b>Signed by</b> <b>JOHN RYDER</b>  ..... <b>Signature</b>  <b>Date</b>	<b>Signed by</b> <b>KAREN RYDER</b>  ..... <b>Signature</b>  <b>Date</b>
<b>Signed by</b> <b>WILLIAM COBB</b>  <b>Signature</b>  <b>Date</b>	<b>Signed by</b> <b>MIRADA LTD</b>  ..... <b>Authorised Signatory</b>  <b>Date</b>



Date	Date
<p>Signed by TREVOR WALKER</p>  <p>Signature 16/10/2013</p> <p>Date</p>	<p>Signed by PASSION CAPITAL LP acting by its manager, PASSION CAPITAL INVESTMENTS LLP</p> <p>Authorised Signatory</p> <p>Date</p>

Date	Date
Signed by TREVOR WALKER	Signed by PASSION CAPITAL LP acting by its manager, PASSION CAPITAL INVESTMENTS LLP
Signature	
Date	Authorised Signatory R S. DIGNERO
	Date

## 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

- **By Hand.** delivering the signed copy to Naimish Gohil at White Bear Yard, 2nd Floor, Clerkenwell Road, London, EC1R 5DF
- **Post** returning the signed copy to Naimish Gohil at White Bear Yard, 2nd Floor, Clerkenwell Road, London, EC1R 5DF
- **Fax** faxing the signed copy to +44 (0) 203 170 7956 marked "For the attention of James Shaw"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [naimish@showmyhomework.co.uk](mailto:naimish@showmyhomework.co.uk)

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, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us on or before 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