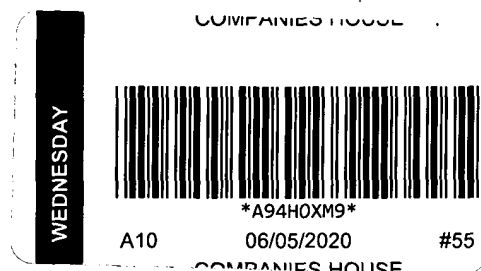


Extract of Minutes of Scarborough College Limited

Company Number: 00050404

21 MARCH 2020



The Chairman explained that the Board needed to consider and, if thought fit, approve on behalf of Scarborough College Limited in its capacity as sole member of Scarborough College 2000 Limited, amendment to the articles of Scarborough College 2000 Limited. The following resolutions which the Board is asked to consider are:

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended as follows:

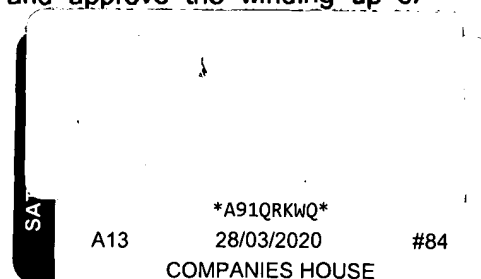
- 1 Article 17 and 18 and 21(a) be deleted.
- 2 The reference to "subject to the provisions of Article 18" referred to in Article 19(d) be deleted.
- 3 The words "ceasing to become a Member" be deleted from Article 20.
- 4 Insert a new Article 17 which shall read:
"The Directors shall be appointed by the Member".
- 5 Insert a new Article 18 which shall read:
"No person shall be appointed as a Director unless he or she is willing to act as such and permitted by law to do so."

It is further proposed as an **ORDINARY RESOLUTION** that :

The appointment of all previous and current Directors of Scarborough College 2000 Limited is hereby ratified.

The Chairman explained that it has been drawn to his attention that the articles of Scarborough College 2000 Limited require at Article 17 and 18 that the Directors must be Members of the Company. As Scarborough College Limited (the sole Member) has never been a Director of Scarborough College 2000 Limited and it has been the practice from its inception for the sole Member (i.e. Scarborough College Limited) to appoint the Directors of Scarborough College 2000 Limited there is a need to amend the articles to remove the requirement that a Director be a Member of Scarborough College 2000 Limited and to ratify all previous and current Director appointments.

The Chairman has been advised by Lupton Fawcett that Article 92 of Table A (as incorporated into the articles of Scarborough College 2000 Limited) provides that all acts done by Directors whose appointments are defective remain valid. However there is a need to ensure that the current Directors are validly appointed as they will need to resolve and approve the winding up of Scarborough College 2000 Limited.



The Board acknowledge that Scarborough College 2000 Limited has now completed the transfer of its assets, liabilities and undertakings to Scarborough College Limited pursuant to the transfer agreement dated 6 September 2019 and will be wound up shortly on the instructions of the Directors of Scarborough College 2000 Limited.

The eligible Directors **UNANIMOUSLY RESOLVED** to approve the said resolutions amending the articles of Scarborough College 2000 Limited and the Chairman was authorised to sign the Written Resolution on behalf of the Member of Scarborough College 2000 Limited.

The eligible Directors **UNANIMOUSLY RESOLVED** to approve the settlement of all costs and expenses of Scarborough College 2000 Limited incurred relating to its winding up.

The Company Secretary of Scarborough College Limited was asked to ensure that the written resolution was accordingly filed at Companies House within 15 days of today's date.