

Company number 03586426

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PHOENIX LEARNING AND CARE LIMITED (Company)

20 April 2023 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions and special resolutions (as applicable).

ORDINARY RESOLUTIONS

1. THAT, the terms of, and the transactions contemplated by, the various finance documents related to the proposed refinance of the Company's parent company; Phoenix Learning & Care Holdings Limited and its Group with Oaknorth Bank Plc (**Bank**) as more particularly described in schedule 1 of the board minutes of a meeting of the Directors held on or around the date of this resolution, a copy of which is attached at Appendix 1 (**Documents**), are in the best interests of the Company and the entry into by the Company of the proposed transactions substantially on the terms in the Documents will promote the success of the Company for the benefit of its members as a whole;
2. THAT the directors have the authority of the Company to approve the terms of, and the transactions contemplated by, the Documents;
3. THAT any director and/or the company secretary of the Company be and are hereby empowered, authorised and directed to enter into and to sign those of the Documents and all documents ancillary to them required to be signed under hand on behalf of the Company;
4. THAT any two directors or any director and the company secretary of the Company or any director of the Company in the presence of a witness (each an "**Authorised Officer**") be and are hereby empowered, authorised and directed to enter into and to execute and deliver as a deed on behalf of the Company those Documents and all documents ancillary to them which are required to be executed and delivered as a deed; and
5. THAT any Authorised Officer be authorised:
 - a. to execute any notice, certificate or other document required to be executed or delivered on behalf of the Company pursuant to any of the Documents;
 - b. to agree any amendments to the form of the Documents; and
 - c. to certify as true, complete and up to date copies of any documents required to be delivered to any person in connection with the Documents, including a copy of this Written Resolution.

SPECIAL RESOLUTION

6. THAT, pursuant to Section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Articles 13.3 and 13.4:
- 13.3 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured institution**).
- 13.4 Any lien on shares which the Company has shall not apply to shares which have been charged by way of security by a Secured Institution.

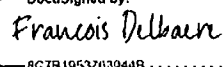
AGREEMENT

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

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

Signed by
for and on behalf of Phoenix Child Care
Limited

Date 20 April 2023

DocuSigned by:

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