

SKILLS MATTER LIMITED

(THE "COMPANY")

COMPANY NUMBER 04955555

WRITTEN RESOLUTION OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

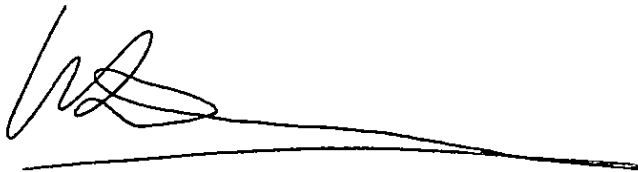
PASSED ON 4 APRIL 2017

The following written resolutions having been duly proposed by the directors of the Company were duly passed by the Company, resolution 1 and 2 as ordinary resolutions and resolutions 3 and 4 as special resolutions.

SPECIAL RESOLUTIONS

1. THAT 689 of the issued A ordinary shares of £0.01 each in the capital of the Company held in the name of Proven VCT plc be converted, redesignated and subdivided into 6,890,000 deferred shares of £0.000001 each in the capital of the Company, having the rights and being subject to the restrictions set out for deferred shares in the articles of association of the Company.
2. THAT 63,400 of the issued preference shares of £0.00001 each in the capital of the Company held in the name of Proven VCT plc be converted, redesignated and subdivided into 634,000 deferred shares of £0.000001 each in the capital of the Company, having the rights and being subject to the restrictions set out for deferred shares in the articles of association of the Company.
3. THAT 1,483 of the issued A ordinary shares of £0.01 each in the capital of the Company held in the name of Proven Growth and Income VCT plc be converted, redesignated and subdivided into 14,830,000 deferred shares of £0.000001 each in the capital of the Company, having the rights and being subject to the restrictions set out for deferred shares in the articles of association of the Company.
4. THAT 136,600 of the issued preference shares of £0.00001 each in the capital of the Company held in the name of Proven Growth and Income VCT plc be converted, redesignated and subdivided into 1,366,000 deferred shares of £0.000001 each in the capital of the Company, having the rights and being subject to the restrictions set out for deferred shares in the articles of association of the Company.

Signed:



Director

for and on behalf of

Skills Matter Limited

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07/04/2017

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