

Company Number: 05101354

Circulation Date: 1<sup>st</sup> December 2023

The Companies Act 2006

Company Limited by Shares

**Written Resolution of the members of Orchard Educational Limited  
(the "Company")**

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 1<sup>st</sup> December 2023 (the "**Circulation Date**").

**Special Resolution**

That, in accordance with sections 618 of the CA 2006, the 2 **Ordinary** shares of £1.00 each in the issued share capital of the Company be subdivided into 180 **Ordinary A** shares of £0.01 each and 20 **Ordinary B** shares of £0.01, such shares having the same voting and rights on distribution, with rights to dividends as per the amounts voted on the class of share and being subject to the same restrictions (save as to nominal value) as the existing Ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

**Please read the notes set out below before signing or taking any action on these resolutions.**

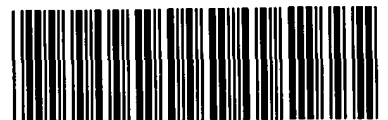
**Agreement of members**

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:



..... Sir THC Beevor

FRIDAY



\*ADØVØDGA\*

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12/04/2024

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COMPANIES HOUSE