

Company Number 05233487

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LEARNING CURVE GROUP LIMITED (the "Company")

Circulation Date 4th April 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution (the "**Resolution**").

ORDINARY RESOLUTION

That each of the:

- a) 510 A ordinary shares of £1.00 each; and
- b) 490 C ordinary shares of £1.00 each,

in the capital of the Company be re-designated as an ordinary share of £1.00 each in the capital of the Company, such shares to have the rights and be subject to the conditions contained in the articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being the sole member entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

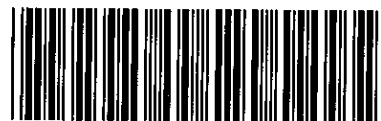
Signature: 

Print name: Garry Higgins

Director duly authorised for and on behalf of Learning Curve (NE) Group Limited

Date: 4/4/19

FRIDAY



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COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolution by email by replying to that email and stating in your reply your name and that you agree to the Resolution; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by email: by sending a scanned copy of the original signed and dated Resolution to bhavisha.odedra@shoosmiths.co.uk; or
 - 1.2.2 by hand: by delivering the signed and dated Resolution to Shoosmiths LLP, Waterfront House, 35 Station Street, Nottingham, NG2 3DQ, marked "For the attention of Bhavisha Odedra"; or
 - 1.2.3 by post: by returning the signed and dated Resolution by post to Shoosmiths LLP, Waterfront House, 35 Station Street, Nottingham, NG2 3DQ, marked "For the attention of Bhavisha Odedra".
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement has been received from members representing 75% of the total voting rights in the case of the special resolution and more than 50% of the total voting rights in the case of the ordinary resolution, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for a resolution to pass, it will lapse.