

**COMPANY NUMBER: 05959432**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF**  
**BPP LEARNING MEDIA LIMITED**  
**(the Company)**

**CIRCULATED ON** 22 August 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions:

**SPECIAL RESOLUTION**

THAT the issued share capital of the Company be reduced from £421,068.58 to £1.00 by cancelling and extinguishing 100 of the issued Ordinary £1 shares of £1.00 each and 42,096,858 of the issued Preference shares of £0.01 each in the Company, each of which is fully paid up.

THAT the share premium account of the Company be reduced to nil.

THAT the balances arising on the reductions be transferred to the Company's distributable reserves.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

Signed.....*G. Darj*..... Date 22 August 2019

**BPP Services Limited**



## EXPLANATORY NOTES FOR SHAREHOLDERS

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the above resolutions, you do not need to do anything.
- 2 Once you have signified your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by the date at the end of the 28 day period beginning on the circulation date, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date.
- 4 Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e., members who were entitled to vote at the time the resolution was circulated) *representing a simple majority of the total voting rights of eligible members signify their agreement to it*. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 *If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.*