

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**CPL TRAINING GROUP LIMITED (the Company)**

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (**Act**), the following resolution is passed as a special resolution of the Company:

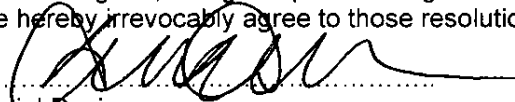
**SPECIAL RESOLUTION**

That the following Article is added as a new Article 19 of the Company's articles of association (**Articles**):

- "19.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, declare a dividend or other distribution in respect of a share (whether on an interim or final basis) either (1) by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company); or (2) by way of a dividend in specie of any non-cash asset and transfer the relevant non-cash asset to the relevant shareholder(s); or (3) by a combination of (1) and (2) above.
- 19.2 For the purposes of making a non-cash distribution or declaring a dividend in specie of a non-cash asset, whether on an interim or final basis, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:
- (a) fixing the value of any non-cash assets;
  - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of the recipients; and
  - (c) vesting any non-cash assets in trustees."

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


The undersigned, being the persons eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to those resolutions.

  
.....  
Daniel Davies

Date: 20 March 2018

  
.....  
Peter Moss

Date: 20 March 2018

  
.....  
David Dasher

Date: 20 March 2018



A15 \*A72CB2RF\* 23/03/2018 #344  
COMPANIES HOUSE

**NOTES:**

1 If you agree with the resolution, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Egerton House, 2 Tower Road, Birkenhead, England, CH41 1FN.
- **Post:** returning the signed copy by post to Egerton House, 2 Tower Road, Birkenhead, England, CH41 1FN..

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.

3 The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the Circulation Date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.