

**COMPANY NO.: 08324083**

**THE COMPANIES ACT 2006 (THE "ACT")  
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**FUTURELEARN LIMITED**

**(the "Company")**

Circulation Date: 29 November 2022

Passed: 30 November 2022

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution and as ordinary resolutions (as indicated) (each a "**Resolution**" and together the "**Resolutions**")

**SPECIAL RESOLUTION**

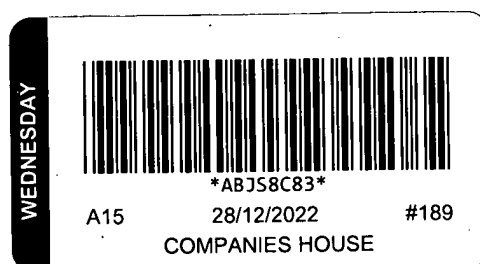
1. THAT the articles 11.2 through to 11.11 (inclusive) (*Pre-emption on Issue*) of the Company's articles of association be disapplied for the purposes of these Resolutions.

**ORDINARY RESOLUTION**

2. THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £89,400 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after (but including) the date on which this resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

We, the undersigned Shareholders constituting 75% of the holders of the Ordinary Shares entitled to vote on the Resolutions, hereby irrevocably consent to the passing of the Resolutions by way of written resolution, in accordance with chapter 2 of part 13 of the Act.



## NOTES

1. If you agree to the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By Hand: delivering the signed copy to William England at FutureLearn Limited, 71 Queen Victoria Street, London, England, EC4V 4BE.
  - Post: returning the signed copy by post to William England at FutureLearn Limited, 71 Queen Victoria Street, London, England, EC4V 4BE.
  - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [will.england@futurelearn.com](mailto:will.england@futurelearn.com). Please enter "Written resolutions dated ● 20●" in the e-mail subject box.
  - Docusign: by signing via the Docusign platform in accordance with the Docusign instructions in the relevant e-mail.

If you do not agree to the resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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.

**EXECUTED** by **The Open University**  
acting by the Vice-Chancellor and the  
University Secretary

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DocuSigned by:  
*Tim Blackman*  
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Signature of Vice Chancellor

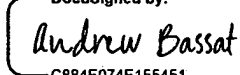
**Tim Blackman**

DocuSigned by:  
*Dave Hall*  
467D533C686348F...

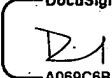
Signature of University Secretary

**Dave Hall**

**EXECUTED** by **SEEK Growth Nominees** )  
**Pty Ltd (ACN 651 929 725)** as trustee )  
**for SEEK Growth Fund** )

DocuSigned by:  
  
C884E074E155451...  
Signature of director

**Andrew Bassat**

DocuSigned by:  
  
A089C6B1C116AD5...  
Signature of company secretary

**Derek Miller**