

Company number: 08324083

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
FUTURELEARN LIMITED (the "Company")

Circulation Date: 1 December 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") and section 291 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as ordinary and special resolutions (as indicated) of the Company (the "Resolutions").

ORDINARY RESOLUTIONS

1. **THAT** 4,111,468 ordinary shares of £1.00 each in the capital of the Company be re-designated as 4,111,468 A ordinary shares of £1.00 each, having the rights and being subject to the restrictions set out in the new articles of association to be adopted pursuant to Resolution 2 below.

SPECIAL RESOLUTIONS

2. **THAT** the articles of association of the Company contained in the document attached to these Resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.



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

The undersigned, being the person(s) entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree(s) to the Resolutions.



01 December 2023

For and on behalf of **GAH Education Holding Limited**

NOTES

1. If you wish to vote in favour of the Resolutions, please sign and date this document and return it to the Company.
2. If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. If within 28 days following the Circulation Date sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.
5. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy to the relevant power of attorney or authority when returning this document.



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