

Company No: 09287055

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JUST CHILDCARE HOLDINGS LIMITED (the "Company")

Circulation Date: 02 June 2021

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 written resolutions of the Company, having effect, in the case of resolution 1, as a special resolution and, in the case of resolution 2, as an ordinary resolution (the "**Resolutions**"):-

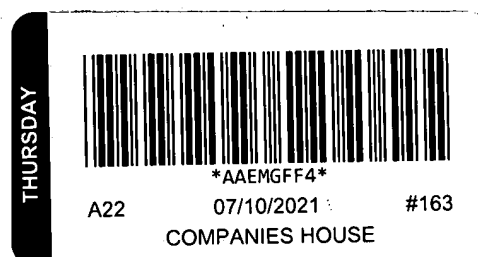
SPECIAL RESOLUTION

1. **THAT** the regulations contained in the document initialled by the Chairman as attached to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company ("**New Articles**") in substitution for and to the exclusion of the existing Articles of Association of the Company.

ORDINARY RESOLUTION

2. **THAT** conditional to Resolution 1 being passed:
 - 2.1.1 12,631,446 A Ordinary shares of £0.01 each in the capital of the Company be and are hereby re-designated as 12,631,446 Ordinary shares of £0.01 each in the capital of the Company;
 - 2.1.2 1,940,000 A2 Ordinary shares of £0.00001 each in the capital of the Company be and are hereby consolidated into 1,940 A2 Ordinary shares of £0.01 each in the capital of the Company, such shares will be further re-designated as 1,940 Ordinary shares of £0.01 each in the capital of the Company;
 - 2.1.3 2,908,554 B Ordinary shares of £0.01 each in the capital of the Company be and are hereby re-designated as 2,908,554 Ordinary shares of £0.01 each in the capital of the Company;
 - 2.1.4 1,800,000 C Ordinary shares of £0.01 each in the capital of the Company be and are hereby re-designated as 1,800,000 Ordinary shares of £0.01 each in the capital of the Company; and
 - 2.1.5 8,100 D Ordinary shares of £1.00 each in the capital of the Company be and are hereby sub-divided into 810,000 D Ordinary shares of £0.01 each in the capital of the Company, such shares will be further re-designated as 810,000 Ordinary shares of £0.01 each in the capital of the Company.

such shares having the rights set out in the New Articles.



AGREEMENT

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

The undersigned, being the person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:-

DocuSigned by:

Marcello Iacono

02 June 2021

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for and on behalf of **Partou UK Bidco Limited** as Date
duly authorised attorney

NOTES

1 If you agree with the Resolution, 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 the Company's registered office;
- **Post:** returning the signed copy by post to the Company's registered office;
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to neil.munford@pinsentmasons.com.

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.

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

3 Unless, by expiry of 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.