

Company Number: 09855964

PIL Mexico Holdings 1 Limited

(the "Company")

## SOLE SHAREHOLDER WRITTEN RESOLUTIONS

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23 August 2021 (the "Circulation Date")

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 an ordinary resolution and a special resolution (together the "Resolutions"):

### ORDINARY RESOLUTION

1. THAT, pursuant to section 622 Companies Act 2006 and with effect from 23 August 2021, each of the 51,459,335 Ordinary shares of GBP 1.00 in the issued share capital of the Company be redenominated to an equivalent MXN amount, using the average rate of exchange for each consecutive day of the period 26 July 2021 to 30 July 2021 calculated by taking the middle spot exchange rate prevailing on the foreign exchange market as published on each day within the aforementioned period, with the result that, following the redenomination, the issued share capital of the Company will be MXN 1,419,305,064.5685 consisting of 51,459,335 Ordinary shares of MXN 27.5811 each.

### SPECIAL RESOLUTION

2. THAT, pursuant to section 626 Companies Act 2006, the share capital of the Company be reduced from MXN 1,419,305,064.5685 by reducing the nominal value of each Ordinary share in the capital of the Company from MXN 27.5811 to MXN 27 and that the amount by which the share capital of the Company is reduced be credited to a non-distributable redenomination reserve of the Company.

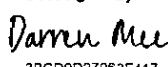
Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

[Signature page to follow]



## AGREEMENT

I THE UNDERSIGNED, being the sole shareholder of the Company entitled to vote on the Resolutions on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolutions.

DocuSigned by:  
  
3BCD9D27063E417

**Name: Darren Mee**  
duly authorised signatory  
for and on behalf of  
**International Schools Partnership Limited**

Dated: 23 August 2021

## NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the 28<sup>th</sup> day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse.
4. Pursuant to the provisions of section 502(1) Companies Act 2006, a copy of this document was sent to the Company's auditors on the Circulation Date.