

Company No. 10115230

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**FIREFLY LEARNING LIMITED**  
**(the "Company")**

Date: 31 January 2023 (the "Circulation Date")

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

**SPECIAL RESOLUTION**

1. **THAT**, in accordance with section 21(1) of the Companies Act 2006, the existing articles of association of the Company be deleted in their entirety and replaced with the articles of association annexed to this Resolution in substitution for, and to the exclusion of, the existing articles of association of the Company.

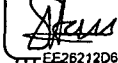
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**Agreement to the Written Resolution**

We, the undersigned, being a persons entitled to vote on the Resolution irrevocably agree to the Resolution.

DocuSigned by:



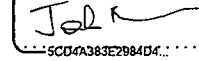
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**Simon Hay**

31 January 2023

Date

DocuSigned by:



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**Joseph Mathewson**

31 January 2023

Date

BGF Nominees Limited (as nominee for  
BGF Investments LP)

Date

BGF Nominees Limited (as nominee for  
BGF Ventures LP)

Date

Proven VCT plc

Date

Proven Growth & Income VCT plc

Date

Thames Ventures VCT 1 plc

Date

Thames Ventures VCT 2 plc

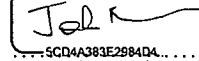
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TT Nominees Limited (as nominee for

Date

**Downing EIS Fund)**

DocuSigned by:



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**Joseph Mathewson**

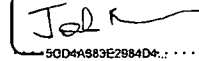
31 January 2023

\_\_\_\_\_, an attorney for Benjamin

Date

Dunford acting pursuant to a power of  
attorney dated 31 January 2023

DocuSigned by:



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**Joseph Mathewson**

31 January 2023

\_\_\_\_\_, an attorney for Louise

Date

Dunford acting pursuant to a power of  
attorney dated 31 January 2023

[Shareholder Resolution to adopt new Articles of Association]

**Agreement to the Written Resolution**


We, the undersigned, being a persons entitled to vote on the Resolution irrevocably agree to the Resolution.

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**Simon Hay**

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**Date**

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**Joseph Mathewson**


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**Date**

DocuSigned by:  
  
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**31 January 2023**

**BGF Nominees Limited (as nominee for BGF Investments LP)**

**Date**

DocuSigned by:  
  
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**31 January 2023**

**BGF Nominees Limited (as nominee for BGF Ventures LP)**

**Date**

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**Proven VCT plc**

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**Date**

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**Proven Growth & Income VCT plc**

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**Date**

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**Thames Ventures VCT 1 plc**

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**Date**

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**Thames Ventures VCT 2 plc**

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**Date**

.....  
**TT Nominees Limited (as nominee for Downing EIS Fund)**

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**Date**

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 \_\_\_\_\_, an attorney for **Benjamin Dunford** acting pursuant to a power of attorney dated \_\_\_\_\_ 2023

.....  
**Date**

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 \_\_\_\_\_, an attorney for **Louise Dunford** acting pursuant to a power of

.....  
**Date**

*[Shareholder Resolution to adopt new Articles of Association]*

**Agreement to the Written Resolution**

We, the undersigned, being a persons entitled to vote on the Resolution irrevocably agree to the Resolution.

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**Simon Hay**

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**Date**

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**Joseph Mathewson**

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**Date**

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**BGF Nominees Limited (as nominee for BGF Investments LP)**

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**Date**

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**BGF Nominees Limited (as nominee for BGF Ventures LP)**

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**Date**

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DocuSigned by:  
  
Stuart Vale

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**31 January 2023**

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**Proven VCT plc**

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**Date**

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Stuart Vale

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**31 January 2023**

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**Proven Growth & Income VCT plc**

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**Date**

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**Date**

*[Shareholder Resolution to adopt new Articles of Association]*

**Agreement to the Written Resolution**

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**Simon Hay**

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**Date**

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**Date**

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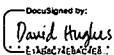
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**Date**

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**Proven Growth & Income VCT plc**

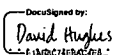
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**Date**

DocuSigned by:  
  
 David Hughes

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**31 January 2023**

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**Thames Ventures VCT 1 plc**

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**Date**

DocuSigned by:  
  
 David Hughes

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**31 January 2023**

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**Thames Ventures VCT 2 plc**

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**Date**

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**Date**

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**Date**

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 \_\_\_\_\_, an attorney for **Louise Dunford** acting pursuant to a power of

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**Date**

*[Shareholder Resolution to adopt new Articles of Association]*

**Agreement to the Written Resolution**

We, the undersigned, being a persons entitled to vote on the Resolution irrevocably agree to the Resolution.

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**Simon Hay**

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**Date**

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**Joseph Mathewson**

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**Date**

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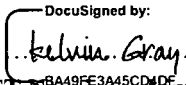
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**Date**

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**31 January 2023**

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**Date**

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\_\_\_\_\_, an attorney for **Benjamin Dunford** acting pursuant to a power of attorney dated \_\_\_\_\_ 2023

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**Date**

.....  
\_\_\_\_\_, an attorney for **Louise Dunford** acting pursuant to a power of

.....  
**Date**

*[Shareholder Resolution to adopt new Articles of Association]*

attorney dated \_\_\_\_\_ 2023

## NOTES

### Procedures for signifying agreement to the Resolution

1. If you agree to 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 procedures below:
  - (a) **by hand:** deliver the signed and dated copy to Sam Wolfe Murray and Rouzana Kasem at Ropes & Gray International LLP of 60 Ludgate Hill, London EC4M 7AW;
  - (b) **by post:** return the signed and dated copy by post to Sam Wolfe Murray and Rouzana Kasem at Ropes & Gray International LLP of 60 Ludgate Hill, London EC4M 7AW; or
  - (c) **by email:** send an email to Sam Wolfe Murray ([Sam.WolfeMurray@ropesgray.com](mailto:Sam.WolfeMurray@ropesgray.com)) and Rouzana Kasem ([Rouzana.kasem@ropesgray.com](mailto:Rouzana.kasem@ropesgray.com)) attaching a copy of the signed Resolution.
2. If by 28 days following the Circulation Date, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
3. 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.
4. 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.

*[Shareholder Resolution to adopt new Articles of Association]*

**ANNEX**  
**ARTICLES OF ASSOCIATION TO BE ADOPTED**

*[Shareholder Resolution to adopt new Articles of Association]*



**[PRINT OF WRITTEN RESOLUTION TO BE FILED AT COMPANIES HOUSE]**

Company No. 10115230

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION**

**of**

**FIREFLY LEARNING LIMITED  
(the "Company")**

(Effective \_\_\_\_\_)

The following resolution was duly agreed to by the members of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from \_\_\_\_\_.

**RESOLUTION**

**THAT**, in accordance with section 21(1) of the Companies Act 2006, the existing articles of association of the Company be deleted in their entirety and replaced with the articles of association annexed to this Resolution in substitution for, and to the exclusion of, the existing articles of association of the Company.

.....  
Chairman

*[Shareholder Resolution to adopt new Articles of Association]*