

Company No: SC458795

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ENCHANTED FOREST NURSERY (BISHOPBRIGGS) LTD (the "Company")

19th May, 2015 (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 ordinary resolutions (the "Resolutions")

ORDINARY RESOLUTION

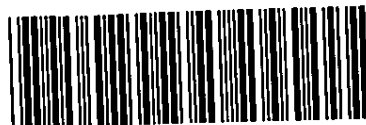
"That:

1. the Company enter into a cross guarantee in favour of Clydesdale Bank plc (the "Bank") on account of the obligations of itself and each of Enchanted Forest Nursery Limited (Company No. SC289081), Enchanted Forest Nursery (Greenock) Ltd (Company No. SC379196), Enchanted Forest Nursery (Inverkip) Ltd (Company No. SC412812), Enchanted Forest Limited (Company No. SC364023) and Childcare Management Company Ltd (Company No. SC364022) (together the "Relevant Company" and each a "Relevant Company") to the Bank (the "Guarantee");
2. the Company enter into a floating charge in favour of the Bank in security for all sums whatsoever owing by the Company to the Bank (including (without limitation) all sums owing by the Company to the Bank under the Guarantee) (the "Floating Charge");

(together the Guarantee and the Floating Charge being referred to as the "Documents", copies of which have been produced to the members of the Company);

3. the transactions contemplated by the entry into the Documents by the Company are likely to promote the success of the Company for the benefit of its members as a whole and are of material commercial benefit to and in the best interests of the Company given the benefits to the Company and the other Relevant Companies (the business of each Relevant Company being intrinsically linked with the business of each other Relevant Company (each Relevant Company enjoying, amongst other things, the benefit of mutual support from the other Relevant Companies and economies of scale as a result of operating in line with the other Relevant Companies) such that the success of one is impacted by the success of the others) which would result from the provision (and/or continued provision) of certain loan facilities by the Bank to the Company and the other Relevant Companies (the provision (and/or continued provision) of such facilities being conditional upon (amongst other things) the grant of the Documents by the Company);
4. the entry into the Documents by the Company and the transactions contemplated thereby are each hereby authorised and approved;

TUESDAY



SCT 02/06/2015 #115
COMPANIES HOUSE

5. the Company's assets will exceed its liabilities both before and after the grant of the Documents by it; and
6. any director of the Company or the secretary of the Company be and are hereby authorised to approve the terms of, and the transactions contemplated by, the Documents and with such amendments as any such director of the Company or the secretary of the Company, in his/her sole discretion, may approve and that any director of the Company in the presence of a witness, be and is hereby approved and authorised to execute the Documents on behalf of the Company in the form so approved."

AGREEMENT

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

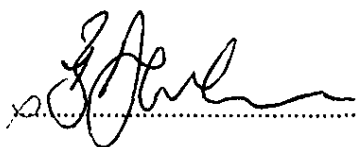
WE, the undersigned, being or representing all the members of the Company for the time being entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Name of Shareholder

Signature

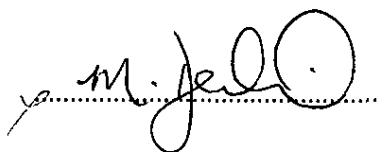
Date of Signature

Bernard Alexander Devlin



19/5/2015

Mariessa Devlin



19/5/2015

NOTES

1. If you agree with 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 Stephen Williamson, Holmes Mackillop, 35 William Street, Johnstone, PA5 8DR.
 - **Post:** returning the signed copy by post to Stephen Williamson, Holmes Mackillop, 35 William Street, Johnstone, PA5 8DR.
 - **Fax:** faxing the signed copy to 01505 331 907 marked "For the attention of Stephen Williamson".
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to sw@homack.co.uk. Please enter "Written Resolution" in the e-mail subject box.

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, by the end of the period of 28 days beginning with 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.

