



**SPECIAL RESOLUTION of the APPOINTING BODY of
ST.CATHERINE'S BRITISH EMBASSY SCHOOL
(the "Company")**

DATED the 29th day of March, 2004

At a meeting of the Governing Body of St. Catherine's British Embassy School, held on the 29th day of March 2004, a Special Resolution was passed, as follows:

BACKGROUND

Following the last Annual General Meeting of Members on 4th June 2003, certain amendments have been proposed to the Articles of Association of the Company in order to introduce more flexibility in the provisions relating to retirement of Governors by rotation (Article 9).

IT IS HEREBY RESOLVED that:

1. Articles 9.1 and 9.2 be and are hereby amended by the insertion of the following provisions (shown in italics below):-

9.1 At the first annual general meeting after adoption of these Articles and at every subsequent annual general meeting thereafter, one-third of the Governors who are subject to retirement by rotation shall retire **PROVIDED HOWEVER** that:

- (a) *if any Governor has retired or been removed from office since the date of the previous annual general meeting, the retirement of such Governor shall be included in calculating the number of Governors required to retire pursuant to the Article 9.1; and*
- (b) *no Governor shall be subject to retirement by rotation until he or she has served a four (4) year term of office.*
- (c) *for the avoidance of doubt, in determining the number of Governors subject to retirement by rotation referred to in Article 9.1 above, the "one third" shall be rounded upwards only to the nearest whole.*

9.2 Subject to the provisions of the Act, the Governors to retire by rotation shall be *firstly, those who voluntarily agree to retire under Article 9.1 regardless of their date of appointment and secondly, those who have been longest in office since their last appointment or reappointment but as between persons who became or were last re-appointed Governors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.*



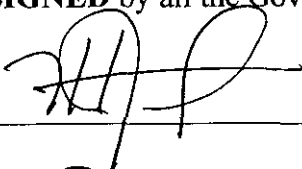


**SPECIAL RESOLUTION of the APPOINTING BODY of
ST.CATHERINE'S BRITISH EMBASSY SCHOOL
(the "Company")**

DATED the 29th day of March, 2004

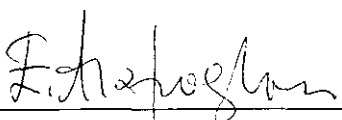
2. In all other respects the Articles of Association remain in full force and effect in the form adopted by the Members of the Company pursuant to a special written resolution passed on 10th June 2002.
3. The Secretary be and is hereby directed to file a copy of this Special Resolution at the Companies House within 15 days of the date of this Resolution.

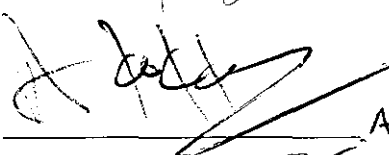
SIGNED by all the Governors (Directors of the Company) present at the meeting:

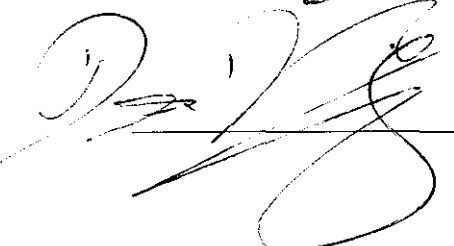

M. JOHNSON


M. MURPHY



A. KOKOTOS



E. ARAPOGLOU


A. KOKKINEAS

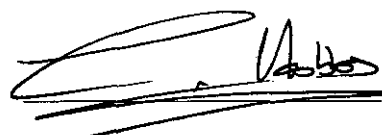

D. DOWLING


J. ACTON


M. DHEERE


G. CAMBANIS


A. NOBLE


C. HOBBS