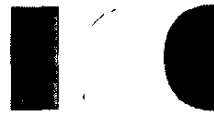


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1103760



independent
schools
council

NOTICE OF WRITTEN RESOLUTION

Notice is hereby given that the following resolution was proposed and passed as a special resolution taking effect on 29 March 2011:

That the Articles of Association of the Company be amended:

a) by adding the following defined term to Article 1:

““Heads’ Association” means each of the following for so long as it is a Member of ISC: IAPS; The Girls’ Schools Association, The Headmasters’ and Headmistresses’ Conference; The Independent Schools Association; and The Society of Headmasters and Headmistresses of Independent Schools;”

b) by replacing the current defined term in Article 1 for “Chairman” with the following defined term:

“Chairman” means the Chairman of the Company from time to time, which position does not carry with it the right to a vote on any decision of the Board;

c) by deleting Article 15(1) and replacing it with the following

“If the numbers of votes for and against a proposal are equal, the Chairman, Vice Chairman or other Director chairing the meeting does not have a casting vote.”

d) by deleting Article 15(2), and

e) by deleting Article 19(1)(a) and replacing it with the following:

“In respect of each Member which is a Heads’ Association, two persons nominated by that Member for appointment as a Director and in respect of each Member which is not a Heads’ Association, one person nominated by that Member for appointment as a Director;”

A handwritten signature in black ink, appearing to read "Burgess".

Matthew Burgess
Company Secretary
31 March 2011

St Vincent House
30 Orange Street
London WC2H 7HH
Registered number 1103760