

ST MICHAEL'S SCHOOL BRYN LIMITED (the "Company")

Company Number 1424406



RESOLUTIONS IN WRITING

Pursuant to Section 381A of the Companies Act 1985 ("the Act") the undersigned, being the sole member of the Company who at the date of this Resolution is entitled to attend and vote at a general meeting of the Company on the following Resolutions resolve:

SPECIAL RESOLUTIONS

1. That the memorandum of association of the Company be and is amended by the insertion after clause 3(V) of the following new clause:

"3(X) Except insofar as prohibited by Section 151, Companies Act 1985 to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company financial assistance of any kind to any person or company in any manner on any terms for any purposes whatsoever and in particular (but without prejudice to the generality of the foregoing) for the purpose of the acquisition of shares in the Company and any other company which is for the time being a holding or subsidiary company of the Company and to give such assistance by any means permitted by law."
2. That the first sentence of Regulation 7 of the Articles of Association of the Company be amended as follows:

"Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five and the quorum for directors meetings shall be reduced to one accordingly."
3. That Regulation 1(b) of the Articles of Association of the Company be amended to include "Regulation 10" in the list of Regulations of Table A which shall not apply to the Company.
4. That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Fidelitas Education Limited ("Fidelitas") whose registered office is at Delawarr House, All Saints Road, Lymington SO41 8FB, for the purpose of Fidelitas acquiring shares in the Company's parent or reducing or discharging liabilities they or any other person or persons have incurred within the meaning of the Companies Act 1985 section 152(3) and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the documents referred to in resolution 5 be approved.
5. That the approval for the Company to enter into the following security documents:

- 5.1 a new cross company guarantee to be entered into by the Company, Broad Reach Limited and Fidelitas in favour of the Governor and the Company of the Bank of Scotland ("BOS") under which the Company, Broad Reach and Fidelitas will guarantee all obligations and liabilities of each other to BOS from time to time;
- 5.2 a debenture to be executed by the Company in favour of BOS under which the Company will secure all its obligations and liabilities to BOS by the creation of fixed and floating charges over all of its property, assets and undertaking, both present and future;
- 5.3 a legal charge to be executed by the Company and BOS over the freehold property being 3 Pen-Y-Bryn, Bryn Llanelli (title number WA125558);
- 5.4 a legal charge to be executed by the Company and BOS over the freehold property being St Michael's School and playing field, Bryn (title number WA185625);
- 5.5 a legal charge to be executed by the Company and BOS over the freehold property being Cornel Bach, Penybryn, Bryn (title number WA667385);
- 5.6 a legal charge to be executed by the Company and BOS over the freehold property being Plas-Y-Bryn, Penybryn, Bryn (title number WA763059);
- 5.7 a legal charge to be executed by the Company and BOS over the freehold property being land lying to the East of Pen-Y-Bryn, Bryn (title number WA144884);
- 5.8 a legal charge over certain playing fields situated at Bryn, Llanelli and described in the Schedule to be entered into by the Company in favour of Lindsay Badenoch and Byford Investments Limited ("the Sellers");
- 5.9 a deed of priorities to be executed by the Company, BOS and the Sellers to regulate the order of the security and payment of interest and capital to which the parties thereto are entitled;
- 5.10 an intra-company loan agreement between the Company, Fidelitas and BroadReach Limited.

be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.

Dated 21st August 2006



SIGNED

For and on behalf of Broad Reach Limited