

**Tadpoles Nurseries Limited (Company Number 02794867)****(the "Company")****31 MAY 2011 (the "Circulation Date")****WRITTEN RESOLUTIONS**

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 special resolutions (the "**Resolutions**")


**SPECIAL RESOLUTIONS**

- 1 **THAT** notwithstanding any existing provisions of the articles of association (including all the provisions of its memorandum of association, which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the articles of association) of the Company to the contrary nor any personal interest of any directors of the Company, the Company's execution, delivery and performance of each of the documents listed below be and are hereby approved
  - (a) an amendment and restatement agreement to be made between, among others, (1) Kidsunlimited Group Limited (company number 06481383) (as the company), (2) the Company (as an obligor), (3) Barclays Bank PLC ("**Barclays**") (as lender), (4) Barclays Corporate (as arranger) and (5) Barclays (as security agent) relating to a £19,350,000 term loan and revolving facilities agreement (the "**Facilities Agreement**") originally dated 4 April 2008 (as amended and/or amended and restated from time to time) (the "**Amendment and Restatement Agreement**"), and
  - (b) any other document required to be entered into by the Company in connection with the Amendment and Restatement Agreement (together with the Facilities Agreement (as amended by the Amendment and Restatement Agreement),  
  
(together the "**Documents**" and each a "**Document**")
- 2 **THAT** notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to
  - (a) execute and deliver each of the Documents with such amendments as they shall in their discretion approve, and
  - (b) enter into such documentation and take such action as may be required in order to carry out the matters referred to above

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the special resolutions set out above

The undersigned, each a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the special resolutions set out above

Signed  Dated 31 May 2011  
for and on behalf of  
**Kidsunlimited Limited**

## NOTES

- 1 You can choose to agree to all of the special resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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
  - (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
  - (b) **Post** returning the signed copy by post addressed to the directors of the Company at the Company's registered office
- 2 If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 4 Unless, before the end of the period of 28 days beginning on 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
- 5 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
- 6 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