

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- OF -

ST MARGARET'S SCHOOL (GOSFIELD) LIMITED (the "Company")

The directors of the Company propose the following resolutions (the "Resolutions") to be passed as a written resolution of the Company under Chapter 2 of Part 13 Companies Act 2006. The Resolutions are proposed as Special Resolutions.

SPECIAL RESOLUTIONS

- (1) THAT, the terms of and the transactions contemplated by the following documents (the "Documents") to be executed by the Company be and are hereby approved. :
- i. a letter of accession to a senior term, guarantee and revolving credit facilities agreement entered into between, amongst others, (1) Cognita Holdings Limited, (2) Cognita Limited ("Cognita") and others (as original borrower and original guarantor) and (3) Bank of Scotland plc (formerly The Governor and Company of the Bank of Scotland) (the "Bank") (as mandated lead arranger, agent, issuing bank, original lender and security agent) dated 30 November 2004 as amended and restated on 31 October 2006, as amended on 3 November 2006 and as amended and restated on 19 December 2006 and on 15 August 2007 and as amended on 4 April 2008, 23 October 2008 and on 18 December 2008 (the "Senior Agreement"), such letter to be entered into by Cognita UK Holdings Limited (the "Parent") and the Company;
 - ii. a deed of accession to an intercreditor agreement between amongst others (1) Cognita Holdings Limited (2) Cognita and others (3) the Bank (as senior agent and security agent) and (4) the Hedge Counterparties (as defined therein) dated 30 November 2004 as amended on 31 October 2006, as amended on 19 December 2006 and as amended and restated on 15 August 2007 and as amended on 18 December 2008, such deed of accession to be entered into by the Company;
 - iii. an intra-group loan agreement to be entered into between (1) the Parent (2) Cognita and (3) the Company pursuant to which the Company will make available a facility to the Parent, and Cognita to, among other things, assist them to comply with their obligations under the Finance Documents (as defined therein); and

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- iv. a deed of accession and charge relating to a debenture granted by Cognita Holdings Limited and others dated 14 August 2007 such deed of accession to be entered into between (1) the Company, (2) the Parent and (3) the Bank (as security agent).

These resolutions shall have effect as special resolutions notwithstanding any provision in the Company's articles of association.

Registered in England and Wales no. 3201638

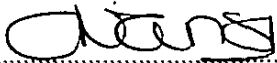
Registered office:
Seebeck House
One Seebeck Place
Knowlhill
Milton Keynes
MK5 8FR

Circulation date: 18th December 2008. The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the circulation date.

AGREEMENT

We the undersigned, a member or members who would have been entitled to vote on the Resolutions on the circulation date, hereby signify our approval of and agreement to the Resolutions:


DATED: 18th December 2008



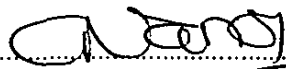
Bernice Boyton-Cobbett by her duly authorised attorney Cognita Schools Limited acting through one of its Directors



Robert Williamson by his duly authorised attorney Cognita Schools Limited acting through one of its Directors



Robert Williams by his duly authorised attorney Cognita Schools Limited acting through one of its Directors



Jane Williamson by her duly authorised attorney Cognita Schools Limited acting through one of its Directors

NOTES

- 1 You may signify your agreement to the Resolution by signing a hard copy of this document and sending it by post or delivering it by hand to the Secretary, any director or the registered office.