

Company No. 3579104

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTIONS

of

JAMES BOWERS EDUCATION LIMITED ("the Company")

CIRCULATION DATE: 17th July 2008

Pursuant to the authority given by Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions are passed, of which resolution 1 will be passed as an ordinary resolution and resolution 2 will be passed as a special resolution:

ORDINARY RESOLUTION

1. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to 1,000 ordinary shares of £0.01 each, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire five years from the date of this resolution but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. THAT pursuant to article 4(i) of the Company's articles of association the said 1,000 ordinary shares of £0.01 each referred to in paragraph 1 above be and the same shall be released from the provisions of the said article 4(i) and accordingly the directors may allot, grant options over or otherwise dispose of the shares to such persons on such terms and in such manner as they think fit.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

I the undersigned, being the sole shareholder entitled to vote on the above resolutions on the date detailed above, hereby irrevocably agree to the resolution:

JFBowers

JAMES FRANCIS BOWERS

Dated 17th July 2008

TUESDAY



A17

ATIYS63K

30/12/2008

386

COMPANIES HOUSE

NOTES

1. You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to 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 to the Company's registered office.

(b) **Post:** returning the signed copy by post to the Company's registered office.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date set out above sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. 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.

5. 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.