

Company Number: 03888325

The Companies Act 2006  
Company Limited by Shares  
Written Resolution  
of  
Whitwell Learning Limited  
(Company)

Certified a true and correct copy  
of the original document

Signed.....

Muckle LLP

Newcastle upon Tyne

Date 23-03-2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (**Resolution**) is passed as a special resolution:

**Special Resolution**

That article 8 in the Company's current articles of association adopted on 28 March 2000 be amended by the replacing the word "three" with the word "one".

**Agreement**

The undersigned, who were entitled to vote on the above resolutions on 23 March 2009, hereby irrevocably agree to the Resolutions:

Date

Member

Signature

23-03-2009

Longhirst Hall Limited (acting  
by its sole director)

Steph Smith

**Notes**

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company **By Hand** delivering the signed copy to Muckle LLP at Time Central, 32 Gallowgate, Newcastle upon Tyne, NE1 4BF.

If you do not agree to the Resolution, 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, by 28 days from the circulation date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on 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 Company's register of members.

TUESDAY



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COMPANIES HOUSE

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.