

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

THE SCHOOL TRAVEL GROUP LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed as ordinary and special resolutions as detailed below:

ORDINARY RESOLUTION

1. **That** in connection with the amendment and restatement of a £66,400,000 senior facilities agreement dated 8 July 2008 and as amended from time to time (including by an amendment and restatement deed dated on or about the date hereof (the "**Amendment and Restatement Deed**") the terms of and transactions contemplated by the Amendment and Restatement Deed are hereby approved and entry into such document is hereby authorised.

SPECIAL RESOLUTION

2. **That** the articles of association of the Company be and are hereby amended by the amendment to article 16.1 by the substitution of the first sentence of the existing clause with the following wording:

"The quorum for the transaction of the business of the Directors shall be two. Where there is only one director, he shall constitute a quorum for all directors' meetings."

Circulation date: 30 JULY 2009

Registered office: 1 JUBILEE STREET
BRIGHTON
SUSSEX
BN 1 1GE

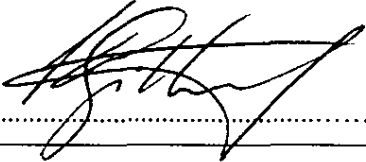
TUESDAY



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COMPANIES HOUSE

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

| | | |
|---|---|--|
| Name of corporate member: | <i>EDUCATION TRAVEL GROUP LIMITED</i> | |
| Name and position of signatory: | <i>PAUL GILBERT</i> <i>Block capitals please</i> | |
| Signed by authorised person on behalf of corporate member:: |  | |

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

1.1 This document contains proposed written resolutions of The School Travel Group Limited for approval by you as a member of the Company. Resolution 1 is proposed as an ordinary resolution and requires members holding a simple majority of the total voting rights of members entitled to vote on the resolutions to vote in favour of it to be passed. Resolution 2 is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

1.2 The following documents relating to the resolutions are supplied with this document:

1.2.1 an amendment and restatement deed entered into between, amongst others, the Company and the Royal Bank of Scotland plc ("RBS") with the following documents appended to it:

1.2.1.1 an amended and restated senior facilities agreement entered into between, amongst others, the Company and RBS;

1.2.1.2 an amended and restated mezzanine facility agreement entered into between, amongst others, EATG (Bidco) Limited and Ares Capital Europe Limited (but to which the Company was not party);

1.2.1.3 an amended and restated intercreditor deed entered into between, amongst others, the Company and RBS; and

1.2.1.4 an amended and restated security trust deed between, amongst others, EATG (Bidco) Limited and RBS (but to which the Company was not party);

1.2.2 a multicurrency netting facility entered into between, amongst others, the Company and RBS.

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by **28 AUGUST 2009** (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse.



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL
DATE 3 AUGUST 2009
SIGNED DLA PIPER UK LLP
DLA PIPER UK LLP

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 28 AUGUST 2009 . Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

3. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.