

Certified to be a true copy

R. P. Lee 9/11/12
secretary dated

Company No. 05917001

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Sophistilearn Limited (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company have proposed that the resolution below is passed by the members of the Company as a special resolution

We, the undersigned, being entitled as at 19 October 2012, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as a special resolution of the Company

SPECIAL RESOLUTION

THAT the amended Articles of Association of the Company hereby be adopted with immediate effect as the Articles of Association of the Company to replace the existing Articles of Association of the Company

Date of circulation 19 October 2012

[Signature]

Date of signature 19 October 2012

For and on behalf of Enara Finance Limited

TUESDAY



A12 *A1LMVC0J* 13/11/2012 #83
COMPANIES HOUSE

- 1 If you agree with 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 MITIE Company Secretarial Services Limited at 8 Monarch Court, The Brooms, Emersons Green, Bristol, BS16 7FH, UK
 - (b) **By Post** returning the signed copy by post to MITIE Company Secretarial Services Limited at 8 Monarch Court, The Brooms, Emersons Green, Bristol, BS16 7FH, UK
 - (c) **Fax** faxing the signed copy to +44 (0)117 302 6743 marked "For the attention of the company secretary"
 - (d) **E-mail:** by attaching a scanned copy of the signed document to an e-mail, entering "Written Resolution" in the subject line and sending it to thecompanysecretary@mitie.com
- 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 Unless, by 28 days from the circulation of these resolutions, 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
- 3 Once given, your agreement to the resolutions may not be revoked
- 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

Articles of Association

of

Sophistilearn Limited

Company number 05917001

(Private company limited by shares)

as adopted by written special resolution passed on 19
October 2012

Contents

1.	<u>Preliminary</u>	.Error! Bookmark not defined.
2.	<u>Definitions and interpretation</u>	Error! Bookmark not defined.
3.	<u>Liability of members</u>	Error! Bookmark not defined.
4.	<u>Company's name</u>	Error! Bookmark not defined.
5.	<u>Domicile</u>	Error! Bookmark not defined.
6.	<u>Shares</u>	Error! Bookmark not defined.
7.	<u>Share certificates</u>	Error! Bookmark not defined.
8.	<u>Number of directors</u>	Error! Bookmark not defined.
9.	<u>Alternate directors</u>	Error! Bookmark not defined.
10.	<u>Delegation of directors' powers</u>	Error! Bookmark not defined.
11.	<u>Appointment and retirement of directors</u>	Error! Bookmark not defined.
12.	<u>Remuneration of directors and director's expenses</u>	Error! Bookmark not defined.
13.	<u>Proceedings of directors</u>	Error! Bookmark not defined.
14.	<u>Conflicts of interest</u>	Error! Bookmark not defined.
15.	<u>Indemnity, funding and insurance</u>	Error! Bookmark not defined.
16.	<u>Rights of Holding Company</u>	Error! Bookmark not defined.

Company number: 05917001

The Companies Act 2006

Private company limited by shares

Articles of Association

of

Sophistilearn Limited

(as adopted by written special resolution passed on 19 October 2012)

1 Preliminary

The regulations contained in or incorporated in Table A shall apply to the company save insofar as they are excluded or varied by these Articles or are inconsistent with these Articles and such regulations (except as so excluded, varied or inconsistent) together with these Articles shall be the regulations of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force)

2 Definitions and interpretation

Definitions

- 2.1 In these Articles, unless the context otherwise requires, the following words have the following meanings

"2006 Act" means the Companies Act 2006

"Acts" means (subject to Article 2.3) the Companies Acts and, where the context requires, every other statute, order, regulation, or other subordinate legislation from time to time in force in the United Kingdom concerning companies and affecting the company

"address" has the meaning given in Section 1148, Companies Act 2006

"Articles" means these articles of association as altered or varied from time to time (and **"Article"** means a provision of these Articles)

"Board" means the board of directors from time to time of the company (or any duly authorised committee of it)

"Companies Acts" has the meaning given in Section 2, 2006 Act

"document" means any document (including, but not limited to, any summons, notice, order, register, certificate or other legal process)

"electronic address" has the meaning given in Section 333(4), 2006 Act

"electronic form" has the meaning given in Section 1168, 2006 Act

"electronic means" has the meaning given in Section 1168, 2006 Act

"hard copy form" and **"hard copy"** has the meaning given in Section 1168, 2006 Act

"Holding Company" means MITIE Group PLC registered in England and Wales with company number SC19230

"Regulation(s)" means the appropriately numbered regulation(s) in Table A

"subsidiary" has the meaning set out in Section 1159, 2006 Act, provided that a company shall not be regarded as a subsidiary of another company by reason only of the fact that such company is a member of it and controls the composition of its board of directors

"working day" has the meaning given in Section 1173, 2006 Act

"writing" means printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words, symbols or other information in a legible and non-transitory form and **"written"** shall be construed accordingly

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985/1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373), the Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Table A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826)

Interpretation

- 2.2 Unless the context otherwise requires (or unless otherwise defined or stated in these Articles), words or expressions defined in Table A shall have the same meaning in these Articles. Any other words and expressions contained in these Articles and/or in Table A shall have the same meaning as in the Acts excluding any modification to them which is not in force on the date of adoption if these articles
- 2.3 In these Articles, a reference to any statute or provision or schedule of a statute shall include any orders, regulations or other subordinate legislation made under it and shall, unless the context otherwise requires, include any modification, re-enactment or re-statement of it for the time being in force and the same principle of construction shall be applied to any order, regulations or other subordinate legislation
- 2.4 References in these Articles to a document or information being sent or supplied by or to a company (including the company) shall be construed in accordance with the provisions of Section 1148(3), 2006 Act and any reference to **"sent"** or **"supplied"** (or other similar term) shall be construed in accordance with the provisions of Section 1148(2), 2006 Act

3 Liability of members

The liability of the members is limited

4 **Company's name**

The company may change its name by means of a resolution of the directors. The provisions of Section 79, 2006 Act shall be complied with on any change of company name pursuant to this Article

5 **Domicile**

The company's registered office is to be situated in England

6 **Shares**

Authority to allot under Section 550, 2006 Act

- 6.1 Pursuant to Section 550, 2006 Act, where the company has only one class of shares, the directors may exercise any power of the company

- (a) to allot shares of that class, or
- (b) to grant rights to subscribe for or to convert any security into such shares

Exclusion of statutory pre-emption provisions

- 6.2 Pursuant to Section 567, 2006 Act, sub-section (1) of Section 561 and sub-sections (1) to (5) inclusive of Section 562, 2006 Act shall be excluded from applying to the company

7 **Share certificates**

The first sentence of Regulation 6 is amended by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the provisions of the Acts"

8 **Dividends**

- 8.1 The directors may exercise all the powers of the Company to declare dividends in accordance with the respective rights of the shareholders

Regulation 102 shall not apply to the Company

- 8.2 Regulation 105 shall be modified by deleting the words "A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be" and inserting the words "The directors may direct that dividends may be"

9 **Number of directors**

The minimum number of directors shall be one and, if there is a sole director, he shall have all the powers and be subject to all the provisions conferred on the directors by these Articles. Regulations 64 and 90 are modified (and all other provisions of these Articles relating to directors shall be construed) accordingly

10 **Alternate directors**

- 10.1 The appointment of an alternate director shall be valid notwithstanding that he is approved by a resolution of the directors after his appointment as alternate director. Where an alternate director attends a meeting of the directors and no objection is raised at the meeting to his presence then he shall be deemed to have been approved by a resolution of the directors. Regulation 65 is modified accordingly

- 10 2 A director who acts as an alternate director for one or more other directors shall be entitled to a separate vote for each appointor, in addition to his own vote but shall not count as more than one director for the purposes of determining whether a quorum is present Regulation 88 is modified accordingly

11 Termination of alternate directorship

- 11 1 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

- 11 2 An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
- (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor, or
- (d) when the alternate's appointor ceases to be a director for any reason

12 Delegation of directors' powers

Any committee of the Board may consist of one or more co-opted persons other than directors of the company on whom voting rights may be conferred as members of the committee but so that the number of co-opted members shall be less than one-half of the total number of members of the committee and so that no resolution of the committee shall be effective unless a majority of the members of the committee voting on the resolution are directors of the company Regulation 72 shall be modified accordingly

13 Appointment and retirement of directors

- 13 1 Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire" and the last sentence of Regulation 84 shall not apply to the company
- 13 2 The Board may by majority decision of all the directors remove from office any director appointed under Regulation 79 unless his appointment was made more than 2 years before such decision or unless his appointment has been approved by resolution of the shareholders Regulation 79 is modified accordingly

14 Remuneration of directors and director's expenses

- 14 1 The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the company in general meeting Unless and until so determined, remuneration shall be at such rate (not exceeding £100,000 per annum) for each director and shall take such form for each director, as the Board may from time to time determine Such remuneration shall be deemed to accrue from day to day An alternate director may be paid by the company such part (if any) of the remuneration by way of fee otherwise payable to his appointor as his appointor may by notice in writing to the company from time to time direct An alternate director shall not be entitled to vote on any resolution relating to the remuneration of an alternate director (whether himself or others)

- 14.2 A director (including an alternate director) shall also be entitled to be paid all travelling, hotel and other expenses reasonably and properly incurred in attending and returning from meetings of the shareholders of the company, Board meetings or Board committee meetings or otherwise reasonably and properly incurred in connection with the business of the company or in the proper discharge of his duties as a director (or alternate director) of the company. Any director who, by request, performs special services or goes or resides abroad for any purpose of the company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a director of the company shall receive such extra remuneration of such amount and payable in such form as the Board may determine, which shall be charged as part of the company's ordinary working expenses. The end of the first sentence of Regulation 66 is modified accordingly and Regulations 82 and 83 shall not apply to the company.

15 **Proceedings of directors**

- 15.1 Subject to Section 175(6), 2006 Act, the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be

- (a) one, whenever there is a sole director (and he alone (or any alternate director appointed by him) shall constitute the quorum), and
- (b) two, whenever there are two or more directors

Regulation 89 is modified accordingly

- 15.2 Any director (including an alternate director) may, if entitled to participate, participate in a meeting of the directors (or a committee of the directors of which he is a member) by telephone, video conference or other audio or audio-visual link or any other form of telecommunication provided all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Acts, he shall be entitled to vote and be counted in the quorum accordingly. A meeting held in this manner shall be deemed to be validly held and shall be deemed to take place where the largest group of participants is physically assembled, or if there is no such group, where the chairman is physically present. The directors not present at the place at which the meeting is deemed to be held shall nevertheless be marked as present for the purposes of any minutes of the meeting. Notices of any Board meetings need not be given in writing.

- 15.3 Subject to Section 175(6), 2006 Act, a director may vote at any meeting of the directors or a committee of the directors of which he is a member on any resolution, and a director may participate in the transaction of the business of the directors and count in the quorum at any such meeting of the directors or a committee of the directors of which he is a member notwithstanding that it concerns or relates in any way to a matter in which he has directly or indirectly any kind of interest or duty. This Article does not affect any obligation of a director to comply with Section 177 and/or Section 182, 2006 Act or Regulations 85 and 86 regarding disclosure of interests. Regulations 94 to 97 (inclusive) shall not apply to the company.

16 **Borrowing powers**

The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 549 of the 2006 Act to grant any mortgage, charge or standard security over its undertaking, property and

uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party

17 Conflicts of interest

17.1 Subject to and in accordance with the 2006 Act

- (a) the directors may authorise any matter or situation arising on or after 1 October 2008 in which a director (the "**Conflicted Director**") has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it) and for this purpose a conflict of interest includes a conflict of interest and duty and a conflict of duties (the "**Conflict Situation**"),
- (b) any authorisation given in accordance with this Article 16 may be made on such terms and subject to such conditions and/or limitations as the directors may, in their absolute discretion, determine (including, without limitation, excluding the Conflicted Director and any other interested director from certain Board meetings, withholding from him or them certain Board or other papers and/or denying him or them access to certain confidential company information) and such terms, conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated, and
- (c) in considering any request for authorisation in respect of a Conflict Situation, the directors shall be entitled to exclude the Conflicted Director from any meeting or other discussion (whether oral or written) concerning the authorisation of such Conflict Situation and they shall also be entitled to withhold from such Conflicted Director any Board or other papers concerning the authorisation of such Conflict Situation

17.2 For the purposes of this article 17, an interest of a person who is, for any purpose of the 2006 Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

Regulation 94 is modified accordingly

17.3 Without requiring authorisation under the provisions of Article 17.1, a director may be or become subject to one or more Conflict Situations as a result of him having a direct or indirect interest in any transaction or arrangement with, holding any office, employment or position with, or having any other direct or indirect interest (including, without limitation, any economic or commercial interest) in any Group Company. For the purpose of this Article 17.2 "**Group Company**" means any subsidiary and subsidiary undertaking of the company, any parent undertaking of the company and any of its subsidiaries or subsidiary undertakings] (as such terms are defined in the 2006 Act) Regulation 85 is extended accordingly

17.4 If any Conflict Situation is authorised or otherwise permitted under these Articles, the Conflicted Director (for as long as he reasonably believes such Conflict Situation subsists)

- (a) shall not be required to disclose to the company (including the Board or any committee of it) any confidential information relating to such Conflict Situation which he obtains or has obtained otherwise than in his capacity as a director of the company, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him to another person,
- (b) shall be entitled to attend or absent himself from all or any meetings of the Board (or any committee of it) at which anything relating to such Conflict Situation will or may be discussed, and
- (c) shall be entitled to make such arrangements as he thinks fit to receive or not to receive documents or information (including, without limitation, Board papers (or those of any committee of it)) relating to any such Conflict Situation and/or for such documents or information to be received and read by a professional adviser on his behalf,

and in so doing, such Conflicted Director shall not be in breach of any general duty he owes to the company pursuant to Sections 171 to 177 (inclusive), 2006 Act and the provisions of this Article 17 4 shall be without prejudice to any equitable principle or rule of law which may excuse the Conflicted Director from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under these Articles

17 5 Where a Conflict Situation has been authorised or is otherwise permitted under these Articles

- (a) the Conflicted Director shall not, by reason of his office, be liable to account to the Company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from any matter, office, employment or position which relates to such Conflict Situation,
- (b) no contract, arrangement, transaction or proposal shall be avoided on the grounds of the Conflicted Director having any interest in the Conflict Situation or receiving any such dividend, profit, remuneration, superannuation, payment or other benefit, and
- (c) the receipt of any such dividend, profit, remuneration, superannuation, payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in Section 176, 2006 Act,

provided the Conflicted Director has disclosed the nature and extent of his interest in the Conflict Situation to the other directors Regulation 85 is extended accordingly

18 Indemnity, funding and insurance

18 1 Subject to (but to the fullest extent permitted by) the provisions of the Companies Acts and without prejudice to any indemnity to which he may otherwise be entitled

- (a) any person who is a director, secretary or other officer (other than any person engaged as auditor) of the company or any associated company (which shall, for the purposes of this Article 18 have the meaning given in Section 256, 2006 Act) may, at the discretion of the Board be indemnified out of the assets of the company against all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in

relation to the affairs of the company or associated company, or incurred by him in connection with the company's activities as trustee of any occupational pension scheme (which shall, for the purposes of this Article 18 have the meaning given in Section 235(6), 2006 Act), and

- (b) any person who is a director, secretary or other officer (other than any person engaged as auditor)] of the company or any holding company (as such is defined in Section 1159 and Schedule 6, 2006 Act) may, at the discretion of the Board be provided with funds to meet any expenditure incurred or to be incurred by him as provided in Sections 205 and 206, 2006 Act (or to enable him to avoid incurring any such expenditure)

18 2 Subject to the provisions of the Companies Acts, the company may (as the directors shall, in their absolute discretion, determine) purchase and maintain, at the expense of the company, insurance for any person who is a director, secretary or other officer (other than any person engaged as auditor) of the company or any associated company in respect of all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the company, or incurred by him in connection with the company's activities as trustee of any occupational pension scheme

18 3 Regulation 118 shall not apply to the company

19 **Rights of Holding Company**

19 1 For so long as the company is a subsidiary of the Holding Company, the following provisions shall apply and, to the extent of any inconsistency between this Article and any other provision(s) of these Articles, this Article shall prevail

- (a) the Holding Company may, at any time and from time to time, appoint any person to be a director of the company or remove from office any director of the company howsoever appointed, provided that, in the case of a director holding an executive office, his removal from office shall be deemed to be an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the company,
- (b) no person (other than a person appointed by the Holding Company itself) shall be appointed a director of the company without the prior approval of the Holding Company and no person shall be appointed an alternate director without the prior approval of the Holding Company,
- (c) the Holding Company may at any time and from time to time inspect all or any of the accounting records of the company or other books or documents of the company,
- (d) no unissued shares or securities shall be issued or agreed to be issued or put under option without the consent of the Holding Company,
- (e) no transfer of any share of the company shall be registered or approved for registration without the prior consent of the Holding Company, provided that the Board shall not be entitled refuse to register the transfer of any share(s) by the Holding Company to any person which is presented for registration duly stamped, and
- (f) all or any of the powers of the Board or any of the directors of the company shall be restricted in such respects and to such extent as the Holding

Company may at any time and from time to time by notice to the company prescribe

- 19 2 Any such appointment, removal, consent or notice referred to in Article 19 1 shall be in writing served on the company at its registered office and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and either its secretary (if any) or some other person duly authorised for the purpose
- 19 3 No person dealing with the company or a member or in relation to any shares shall be concerned to see or enquire as to whether the powers of the Board have been in any way restricted pursuant to Article 19 1 or whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the relevant time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Board or any of the company's directors