



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6990475

The Registrar of Companies for England and Wales hereby certifies that

JUST LEARNING MALLING LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **13th August 2009**



N06990475R



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

JUST LEARNING MALLING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

45 HIGH STREET

Post town

WEST MALLING

County / Region

KENT

Postcode

ME19 6QH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Macfarlanes LLP (IMXM/611970)
20 Cursitor Street
London
EC4A 1LT

Tel +44 (0)20 7831 9222

DX number 138

DX exchange Chancery Lane

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF
for companies registered in Scotland
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

JONATHAN LIONEL

Surname

BELL

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

11 NASEBY RISE

Post town

NEWBURY

County / Region

BERKSHIRE

Postcode

RG14 2SF

Country

UK

Date of birth

Day Month Year

2

9

0

3

1

9

6

3

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

PLEASE SEE ATTACHED LIST

I consent to act as director of the company named on page 1

Consent signature

Date

10/8/9

Directors

(see notes 1-5)

Please list directors in alphabetical order

* Voluntary details

NAME

*Style / Title

MR

*Honours etc

Forename(s)

NEVILLE FRANCIS

Surname

DOE

Previous forename(s)

Previous surname(s)

Address ††

240 HEMPSTEAD ROAD

HEMPSTEAD

Post town

GILLINGHAM

County / Region

KENT

Postcode

ME7 3QG

Country

uk

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

1 6 0 9 1 9 7 5

Date of birth

Nationality BRITISH

Business occupation

ACCOUNTANT

Other directorships

PLEASE SEE ATTACHED LIST

I consent to act as director of the company named on page 1

Consent signature

Date

10/08/09.

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

Date

10/08/09

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Jonathan Lionel Bell

Directorships

Company	Date of appointment	Date of resignation
Just Learning (EBT) Limited	07/11/2008	N/A
Careshare Holdings Limited	27/09/2007	N/A
Careshare Limited	27/09/2007	N/A
Just Learning Holdings Limited	01/02/2007	N/A
Just Learning Limited	01/01/2005	N/A
Learning Just Limited	01/06/2006	N/A

Neville Francis Doe

Directorships

Company	Date of appointment	Date of resignation
Just Learning (EBT) Limited	07/11/2008	N/A
Careshare Holdings Limited	01/12/2008	N/A
Careshare Limited	01/12/2008	N/A
Just Learning Developments Limited	01/12/2008	N/A
Just Learning Holdings Limited	01/12/2008	N/A
Just Learning Limited	01/12/2008	N/A
Lauder Learning Limited	01/12/2008	N/A
Learning Just Limited	01/12/2008	N/A



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

JUST LEARNING MALLING LIMITED

I, HEDLEY ROOST

of MACFARLANES LLP, 20 CURSITOR STREET, LONDON EC4A 1LT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~XXXXXX~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

15 Fetter Lane, London EC4A 1JP

Day Month Year

On

1 13 08 21 01 09

① Please print name.

before me ①

ANNA BLACKER

Signed

Date

13 August 09

~~I am a Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

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20 Cursitor Street
London
EC4A 1LT

Tel +44 (0)20 7831 9222

DX number 138

DX exchange Chancery Lane

Companies House receipt date barcode

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for companies registered in England and Wales

or

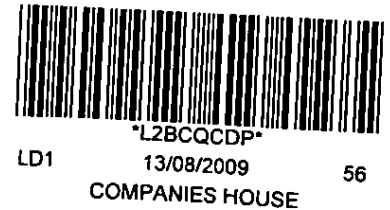
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF

for companies registered in Scotland

**DX 235 Edinburgh
or LP - 4 Edinburgh 2**

COMPANIES ACT 1985

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

JUST LEARNING MALLING LIMITED



- 1 The Company's name is JUST LEARNING MALLING LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 To carry on the business of an investment company in all its branches, and for such purpose to acquire and hold for investment:
 - 3.1.1 land, buildings, houses and other real or personal property, wheresoever situate, and of any tenure, and any estate or interest or right therein including freehold or leasehold ground rents, reversions, mortgages, charges and annuities;
 - 3.1.2 shares, stocks, debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise; and
 - 3.1.3 any patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business;
 - 3.2 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
 - 3.3 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
 - 3.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct,

maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

- 3.5 To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.6 To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.
- 3.7 To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Companies Act 1985 section 736) or another subsidiary (as defined by that section) of any such holding company or a subsidiary (as defined by that section) of the Company.
- 3.8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including, without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company).
- 3.9 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.10 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- 3.11 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any


such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- 3.12 To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.
- 3.13 To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- 3.14 To amalgamate with any other company.
- 3.15 To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- 3.16 To distribute any of the Company's property or assets among the members in specie.
- 3.17 To cause the Company to be registered or recognised in any foreign country.
- 3.18 To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
- 3.19 To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.


- 4 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.
- 5 The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our name.

Names and Addresses of Subscriber	Number of shares taken by Subscriber
Learning Just Limited 45 High Street West Malling Kent ME19 6QH	1
 DIRECTOR	_____
Total shares taken	1

Dated: 10 AUGUST 2009

WITNESS to the above signature:


JULIE DEARING
18 COBBLESTONES
HEMPSTAD
KENT
ME7 3NT

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

JUST LEARNING MALLING LIMITED

Macfarlanes LLP
20 Cursitor Street
London EC4A 1LT

IMXM/9754342.2

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THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

JUST LEARNING MALLING LIMITED

1 Introduction and definitions

1.1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as in force at the date of adoption of these Articles (called "**Table A**" in these Articles) shall apply to the Company, save insofar as they are varied or excluded by, or are inconsistent with, the following Articles.

1.2 Table A shall apply as if:

1.2.1 in Regulation 1 the term "clear days" and its accompanying definition was deleted and replaced with the following:

clear days: in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting;

1.2.2 the last paragraph of Regulation 1 were deleted and replaced with the following paragraph:

"Save as expressly provided otherwise in these Articles:

(a) words or expressions contained in Table A and in Articles of Association adopting the same bear the same meaning as in the Act; and

(b) any reference to any statutory provision (including subordinate legislation) shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force."

1.2.3 the words "(if any)" were inserted after each use of the words "the secretary" other than where that term and its accompanying definition are set out in Regulation 1.

- 1.3 In these Articles the following words and expressions shall have the following meanings:

1985 Act: the Companies Act 1985;

2006 Act: the Companies Act 2006;

a Conflict Situation: a situation in which a director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;

the Controlling Shareholder: the registered holder for the time being of the entire issued share capital of the Company.

2 **Share capital**

The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1.00 each.

3 **Issue of new shares and transfer of shares**

- 3.1 No share or beneficial interest in a share shall be issued or allotted to, or transferred to or held by, any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing. Subject to that and to the provisions of section 80 of the 1985 Act, all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper.

- 3.2 The directors are authorised, for the purposes of section 80 of the 1985 Act, to allot and issue relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal value of £99. This authority shall expire on the fifth anniversary of the date of the Company's incorporation, unless previously revoked, renewed or varied by the Company in general meeting.

- 3.3 The directors shall be entitled, pursuant to the authority conferred by Article 3.2 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement.

- 3.4 The provisions of sections 89(1) and 90(1) to (6) of the 1985 Act shall not apply to the Company.

4 **Registration of transfer of shares**

Notwithstanding anything contained in these Articles, no shareholder approval will be required and the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution

to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) or any third party purchasing such shares in relation to an enforcement of such charge or mortgage (a "**Relevant Third Party**") nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged or a Relevant Third Party nor shall any lien apply to such charges or shares. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact.

5 **General meetings**

5.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The Controlling Shareholder being present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting. Regulation 40 of Table A shall not apply.

5.2 Regulation 38 of Table A shall apply as if the word "given" in the final sentence of that Regulation was deleted and replaced with the word "sent".

6 **Proxies**

6.1 Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence at the end of each of those Regulations:

"The appointment of a proxy shall be in writing sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon."

6.2 If more than one appointment of a proxy relating to the same share is deposited, delivered or received for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named therein to attend the meeting and vote. An appointment of proxy in electronic form found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid.

6.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

6.3.1 in the case of an appointment in hard copy form, be:

6.3.1.1 deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

6.3.1.2 delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote at any time

before the meeting in question takes place to the Chairman or to the secretary (if any) or to any director; or

6.3.2 in the case of an appointment in electronic form, where an address has been specified by the Company pursuant to section 333 of the 2006 Act for the purpose of receiving communications in that form, be received at that address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

6.3.3 in the case of a poll, be delivered in hard copy form at the meeting at which the poll was demanded to the Chairman or to the secretary (if any) or to any director, or at the time and place at which the poll is held to the Chairman or to the secretary (if any) or to any director or scrutineer;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. Regulation 62 of Table A shall not apply.

6.4 Regulation 63 of Table A shall apply as if the words “contained in an electronic communication” were deleted and replaced with the words “in electronic form”.

7 Appointment of directors

7.1 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a director or directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any director (whether or not appointed by him or it pursuant to this Article).

7.2 Regulation 64 of Table A shall apply as if the word “two” was deleted and replaced with the word “one”.

7.3 Regulation 65 of Table A shall be modified by the deletion of the words “approved by resolution of the directors and”.

7.4 Regulations 76 and 77 of Table A shall not apply.

7.5 Regulation 78 of Table A shall be modified by the deletion of the words “and may also determine the rotation in which any additional directors are to retire”.

7.6 Directors’ fees may be paid to such directors and in such amounts as the directors may from time to time determine. Regulation 82 of Table A shall not apply.

7.7 Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.

8 Disqualification of directors

Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the addition of the following paragraph:

“(e) he is removed from office under the provisions of Article 7.1 of the Company’s Articles of Association”.

9 Proceedings of directors

9.1 All directors shall be entitled to be given notice of board meetings even if absent from the United Kingdom for the time being. The third sentence of Regulation 88 of Table A shall not apply.

9.2 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number. A sole director shall have authority to exercise all powers and discretions vested in the directors. In the event of:

9.2.1 there being a sole director; or

9.2.2 there being only one director on the board who is entitled by reason of section 175(6)(a) of the 2006 Act to be counted in the quorum at a meeting to consider the authorisation by the directors of a Conflict Situation

Regulation 89 of Table A shall apply as if the word “two” was deleted and replaced with the word “one”. Regulation 90 of Table A shall not apply.

9.3 Any director who participates in the proceedings of a meeting by electronic means (which includes, for the avoidance of doubt, by telephone) by which all the other directors present at such meeting (whether in person or by alternate or by electronic means) may hear at all times such director and such director may hear at all times all other directors present at such meeting (whether in person or by alternate or by electronic means) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

10 Authorisation of directors’ conflicts of interest

10.1 If a Conflict Situation arises, the directors may authorise it for the purposes of section 175(4)(b) of the 2006 Act by a resolution of the directors made in accordance with that section and these Articles. At the time of the authorisation, or at any time afterwards, the directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances. Any authorisation may be revoked or varied at any time in the discretion of the directors.

10.2 Regulation 85 of Table A shall be modified by the insertion of the following words at the end of paragraph (b):

“or which is a holding company or a subsidiary of a holding company of the company”.

11 Directors voting and counting in the quorum

11.1 Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the directors for the purposes of section 175(4)(b) of the 2006 Act, a director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have:

11.1.1 a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company; and

11.1.2 a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company.

11.2 Regulations 94 to 98 (inclusive) of Table A shall not apply.

12 **Dividends**

Except as otherwise provided by the rights attached to any shares from time to time, all dividends shall be paid to the holders of shares in proportion to the numbers of shares on which the dividend is paid held by them respectively, irrespective of the amounts paid up or credited as paid up on such shares, but if any share is issued on terms that it shall rank for dividend as from a particular date, or *pari passu* as regards dividends with a share already issued, that share shall rank for dividend accordingly. Regulation 104 of Table A shall not apply.

13 **Communications**

13.1 The company communications provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts (as defined in the 2006 Act) but to be sent or supplied by or to the Company pursuant to these Articles. Notice of a meeting of the directors may also be given by telephone.

13.2 The provisions of section 1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the Company as if the words “and the Articles” were inserted after the words “the Companies Acts” in sections 1168(1) and 1168(7).

13.3 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the Company to its members under the Companies Acts or pursuant to these Articles as if:

13.3.1 in section 1147(2) the words “or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom” were inserted after the words “in the United Kingdom”;

13.3.2 in section 1147(3) the words “48 hours after it was sent” were deleted and replaced with the words “when sent, notwithstanding that the Company may be aware of the failure in delivery of such document or information.”;

13.3.3 a new section 1147(4)(A) were inserted as follows:

“Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) and the Company is able to show that it was properly addressed and sent at the cost of the Company, it is deemed to have been received by the intended recipient when delivered.”;

13.3.4 section 1147(5) were deleted.

13.4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information

was properly addressed as required by section 1147(3) of the 2006 Act and that the document or information was sent or supplied.

13.5 No member shall be entitled to have a document or information delivered to him in hard copy or in electronic form at any address not within the United Kingdom. Any member whose registered address is not within the United Kingdom may, by notice in writing, supply to the Company a postal address within the United Kingdom for the sending or supplying of any document or information by post including, where applicable, any notification that a document or information is available on a website. Any such postal address shall, for the purpose of the sending or supplying of any document or information, be deemed to be the member's registered address.

13.6 Regulations 111, 112 and 115 of Table A shall not apply.

14 **Indemnities, insurance and funding of defence proceedings**

14.1 This Article 14 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the Act and any such indemnity is limited accordingly. This Article 14 is also without prejudice to any indemnity to which any person may otherwise be entitled.

14.2 The Company may indemnify any person who is a director or other officer (other than an auditor) of the Company out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company.

14.3 The Company may indemnify any person who is a director of a company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with such company's activities as trustee of the scheme.

14.4 The directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director, or other officer (other than an auditor) of the Company or of any associated company (as defined in section 256 of the 2006 Act) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company.

14.5 The directors may, subject to the provisions of the Act, exercise the powers conferred on them by sections 205 and 206 of the 2006 Act to:

14.5.1 provide funds to meet expenditure incurred or to be incurred in defending any proceedings, investigation or action referred to in those sections or in connection with an application for relief referred to in section 205; or

14.5.2 take any action to enable such expenditure not to be incurred.

14.6 Regulation 118 of Table A shall not apply.

15 **Liability**

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

Names and Addresses of Subscriber

Learning Just Limited
45 High Street
West Malling
Kent
ME19 6QH

 DIRECTOR

Dated: 10 AUGUST 2009

WITNESS to the above signature:

Julie Dearing
JULIE DEARING
18 COBBLESTONES
HEMPSTEAD
KENT
ME7 3NT