

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 - 1990

COMPANY LIMITED BY SHARES

AMENDED ARTICLES OF ASSOCIATION

-of-

EAST DOWN EDUCATION PARTNERSHIP (HOLDINGS) LIMITED

1. PRELIMINARY

1.1 In these Articles:

"A' Director" means a Director appointed by the 'A' Shareholder;

"A' Shareholder" means the holder for the time being of all the 'A' Shares which at the date of adoption of these Articles is Bilfinger Berger BOT GmbH;

"A' Shares" means 'A' Ordinary Shares of £1 each in the capital of the Company;

"B' Director" means a Director appointed by the 'B' Shareholder;

"B' Shareholder" means the holder for the time being of all of the 'B' Shares which at the date of adoption of these Articles is John Graham (Dromore) Limited;

"B' Shares" means 'B' Ordinary Shares of £1 each in the capital of the Company;

"C' Director" means a Director appointed by the 'C' Shareholder;

"C' Shareholder" means the holder for the time being of all of the 'C' Shares which at the date of adoption of these Articles is O'Hare & McGovern Limited;

"C' Shares" means 'C' Ordinary Shares of £1 each in the capital of the Company;

"Director" means an 'A' Director, a 'B' Director or a 'C' Director, as the case may require, and **"Directors"** shall be construed accordingly;

"the Order" means the Companies (Northern Ireland) Order 1986 (as amended);

"Relevant Agreement" means any agreement for the time being in force relating (in whole or in part) to the management and/or affairs of the Company which is binding on the Company and the members and which (expressly or by implication) supplements and/or prevails over these Articles;

"Shares" means 'A' Shares, 'B' Shares or 'C' Shares or, as the context requires, 'A' Shares, 'B' Shares and 'C' Shares;

"the Statutes" means the Order and any statutory modification or re-enactment thereof for the time being in force and all other legislation concerning companies and affecting the Company for the time being in force; and

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"Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986. References to regulations are to regulations in Table A.

- 1.2 If at any time the 'A' Shares, the 'B' Shares or the 'C' Shares shall be held by more than one member, references in these Articles to the 'A' Shareholder, the 'B' Shareholder or the 'C' Shareholder shall, unless the context otherwise requires, be construed as all the holders of the 'A' Shares, the 'B' Shares or the 'C' Shares (as the case may be) acting by the decision of the holders of a majority of such Shares.
- 1.3 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- 1.4 Regulations 2, 3, 17, 24, 38, 40, 41, 50, 54, 64, 65, 66, 68, 72, 73 to 80 inclusive, 84, 88 to 91 inclusive, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2. SHARES

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £10,000 divided into 5,000 'A' Ordinary Shares of £1 each, 2,500 'B' Ordinary Shares of £1 each and 2,500 'C' Ordinary Shares of £1 each.
- 2.2 The 'A' Shares, the 'B' Shares and the 'C' Shares shall be separate classes of Shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank *pari passu* in all respects.
- 2.3 Subject to the provisions of Articles 2.4, 2.5 and 2.6, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of article 90(2) of the Order) and without prejudice to the generality of the foregoing any Shares unissued at the date of adoption of these Articles and any Shares hereafter created shall be under control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no Shares shall be issued at a discount.
- 2.4 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be equal to the unissued share capital of the Company for the time being or such other amount as shall be authorised by the Company in general meeting.
- 2.5 The authority conferred on the Directors by Articles 2.3 and 2.4 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.
- 2.6 Unissued Shares in the capital of the Company for the time being shall only be allotted as follows:
 - (a) every allotment shall be of an equal number of 'A' Shares, 'B' Shares and 'C' Shares;
 - (b) on the occasion of each allotment the 'A' Shares, the 'B' Shares and the 'C' Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment, ranking for dividend and otherwise howsoever; and

- (c) no Shares of any class shall be issued otherwise than to members holding Shares of the same class without the prior written consent of all the members.

2.7 Save as provided in Articles 2.3 to 2.6 (inclusive), the Directors shall have no power to issue unissued Shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of the same.

2.8 The provisions of Article 99(1) of the Order shall not apply to the Company.

3. LIEN AND FORFEITURE

3.1 The lien conferred by Regulation 8 shall apply to:

- (a) all Shares of the Company whether fully paid or not;
- (b) all Shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member. Regulation 8 shall be modified accordingly.

3.2 The Directors shall not be entitled to sell any Shares of any class on which the Company has from time to time a lien without the prior written consent in writing of the holders of the other classes of shares. Regulation 9 shall be modified accordingly.

3.3 The Directors shall not be entitled to exercise any right of forfeiture in respect of any class of Shares from time to time or to sell, re-allot or otherwise dispose of any Shares belonging to that class which have from time to time been forfeited without the prior consent in writing of the holders of the other classes of shares. Regulations 19 and 20 shall be modified accordingly.

4. TRANSFER OF SHARES

No share (or any interest therein) may be transferred or disposed of and the Directors shall not register the transfer of any Share unless such transfer or disposal is made in accordance with, or is permitted by, the Relevant Agreement, or is otherwise made with the prior written consent, of the 'A' Shareholder, the 'B' Shareholder and the 'C' Shareholder.

5. GENERAL MEETINGS

5.1 An annual general meeting and an extraordinary general meeting called for the passing of an elective resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal value of the Shares giving that right or such lesser

percentage, not being less than 90 per cent, as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any Shares, the notice shall be given to all members and to the Directors.

- 5.2 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Three members present in person or by proxy, being one person being or representing the 'A' Shareholder, one person being or representing the 'B' Shareholder and one person being or representing the 'C' Shareholder shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if represented in accordance with the provisions of Article 383 of the Order.
- 5.3 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
- 5.4 A poll may be demanded at any general meeting by the Chairman of the meeting or by any member present in person or by proxy. Regulation 46 shall be modified accordingly.
- 5.5 The Chairman at any general meeting shall not be entitled to a second or casting vote.
- 5.6 A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a Share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.7 Before a resolution in writing is executed, the Company, if it is required by Article 389B of the Order to do so:
 - (a) shall send a copy of the proposed resolution to the auditors; and
 - (b) shall ensure that the resolution is not passed unless either it has received the auditors' notification in the terms of Article 389B(3)(a) of the Order or the period for giving a notice under Article 389B(2) has expired without any notice having been given to the Company by the auditors in accordance with that sub-section.
- 5.8 At any general meeting on a show of hands every member present in person or by proxy shall have one vote and on a poll every member so present shall have one vote for every 'A' Share of which he is the holder, one vote for every 'B' Share of which he is the holder and one vote for every 'C' Share of which is the holder.

5.9 An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

5.10 A resolution in writing or approved by letter, electronic mail or facsimile transmission by or on behalf of all the members for the time being entitled to vote on the relevant resolution shall be valid and effective as if it had been passed at a general meeting of the Company duly convened and held by one or more persons as aforesaid or (being a corporation) by their duly authorised representatives.

6. DIRECTORS

6.1 The Directors shall be not less than three in number or any larger than a number which is a multiple of three, of whom an equal number shall be appointed by the 'A' Shareholder, the 'B' Shareholder and the 'C' Shareholder.

6.2 The 'A' Shareholder shall have the right to appoint and maintain in office one 'A' Director and to remove or replace any 'A' Director nominated by it. The 'B' Shareholder shall have the right to nominate one 'B' Director and to remove or replace any 'B' Director nominated by it. The 'C' Shareholder shall have the right to nominate one 'C' Director and to remove or replace any 'C' Director nominated by it. Unless otherwise agreed in writing by the members, any such removal or appointment shall take effect on the lodgement of a notice in writing (signed by a director or the secretary of the member lodging the notice) to the Secretary of the Company at its registered office or at a meeting of the Directors. No Director shall be appointed otherwise than as provided in this Article 6.2.

6.3 The office of a Director shall be vacated if he is removed from office under Article 6.2.

Regulation 81 shall be modified accordingly.

7. POWERS AND DUTIES OF DIRECTORS

Subject to the terms of any Relevant Agreement and to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement ⁰¹ in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

8. ROTATION OF DIRECTORS

The Directors shall not be subject to retirement by rotation and accordingly the second and third sentences of Regulation 79 shall be deleted.

9. ALTERNATE DIRECTORS

9.1 Any Director may, by giving notice in writing to the Shareholders who did not appoint him, appoint any alternate and may, in the same way, remove an alternate so

appointed by him. An alternate shall be entitled to receive notice of all meetings of the Board and attend and vote as such at any meeting at which the Director appointing him is not personally present, and generally in the absence of his appointor to do all the things which his appointor is authorised or empowered to do. A Director who is also an alternate shall be:

- (a) entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote; and
- (b) counted as part of the quorum of the Board on his own account and in respect of the Director for whom he is the alternate.

- 9.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 11. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted for the purposes of determining whether there is a quorum of Directors at any meeting as if he were, if appointed by an 'A' Director, an 'A' Director, if appointed by a 'B' Director a 'B' Director or if appointed by a 'C' Director a 'C' Director and shall be entitled to vote on any resolution accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- 9.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointment may by notice in writing to the Company from time to time direct.

10. PROCEEDINGS OF DIRECTORS

- 10.1 Subject to the provisions of these Articles and to any agreement from time to time between the members, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. The quorum for the transaction of business at any meeting of the Directors shall be any two Directors.
- 10.2 The Directors present at any meeting of the Directors shall be entitled to vote to appoint a Chairman for such meetings. The Chairman of the Directors shall not have a second or casting vote.
- 10.3 All business arising at any meeting of the Directors shall be determined only by resolution and no such resolution shall be effective unless approved by a majority of the Directors.
- 10.4 Any Director may participate in a meeting of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.

- 10.5 The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies in their number.
- 10.6 For a signed resolution under Regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

11. THE SEAL

- 11.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or a second Director. The obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 11.2 If the Company has a common seal the Company may also have an official seal for use abroad under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

12. CAPITALISATION OF PROFITS AND RESERVES

On any occasion when Shares are allotted and distributed credited as fully paid in accordance with Regulation 110 the Shares allotted to holders of 'A' Shares shall forthwith on allotment automatically stand converted into 'A' Shares, the Shares allotted to holders of 'B' Shares shall forthwith on allotment automatically stand converted into 'B' Shares and the Shares allotted to holders of 'C' Shares shall forthwith on allotment automatically stand converted into 'C' Shares. Regulation 110 shall be modified accordingly.

13. NOTICES

- 13.1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes but shall not be entitled to vote thereat in his capacity as a Director or alternate Director of the Company. The third sentence of Regulation 112 shall be deleted.
- 13.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

Names and addresses of subscribers	Number of Shares taken by each Subscriber
L&B Secretarial Limited Arnott House 12-16 Bridge Street Belfast BT1 1LS	1 Ordinary Share
Number of Shares Taken	1 Ordinary Share

DATED the 15th day of August 2007

WITNESS to the above signatures:

Sharon Handforth
Arnott House
12-16 Bridge Street
Belfast
BT1 1LS