

**RM Education Limited**  
**(registered number 01148594) (the Company)**

**SOLVENCY STATEMENT MADE FOR THE PURPOSE OF**  
**SECTION 642 OF THE COMPANIES ACT 2006**

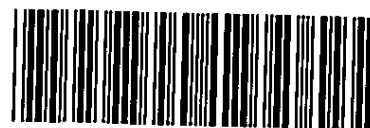
This solvency statement is made on 15 November 2012

The Company is proposing that

- a) the sum standing to the credit of the share premium account of the Company at the date of the passing of this resolution be cancelled,
- (b) £6,500,000 of the sum standing to the credit of the capital redemption reserve of the Company at the date of the passing of this resolution be cancelled, and
- (c) the share capital be reduced by cancelling and extinguishing 749,910 ordinary shares of £1 each registered in the name of RM plc and 100,000 2% preference shares of £1 each registered in the name of RM plc

We, David John Brooks, Gregory Davidson-Shrine, Philip James Deakin, Paul Thomas Fletcher, Iain Peter McIntosh, Russell James Powell and Edward John Roger Warwick, all of the directors of the Company, as at the date of this solvency statement, have each formed the opinion

- (a) that as at the date of this solvency statement, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts, and
- (b) that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this solvency statement



In forming this opinion, the directors have taken into account all of the Company's liabilities (including any contingent or prospective liabilities)

Signed by all of the directors of the Company

David John Brooks

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Gregory Davidson-Shrine

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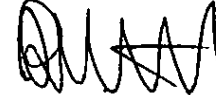
Philip James Deakin

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Paul Thomas Fletcher

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Iain Peter McIntosh

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Russell James Powell

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Edward John Roger Warwick

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