

STUDENT LOANS COMPANY LIMITED
(Incorporated in England No. 2401034)

At an Extraordinary General Meeting of STUDENT LOANS COMPANY LIMITED held on 29 May 1996 the following resolution was duly passed as a Special Resolution:

“That the Articles of Association of the Company shall be amended by the deletion of the existing Article 27 and the substitution therefor of the following regulation:-

“27A Subject to Article 27(B) the Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.”

“27B The Members may from time to time nominate a person appointed as a Director of the Company pursuant to Articles 21A and 24 to hold office as Chairman, such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as the Members think fit. A Director so appointed as Chairman shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such office.”



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

STUDENT LOANS COMPANY LIMITED

(as amended by Special Resolution dated 20 November 1989
and Special Resolution dated 29 May 1996)

PRELIMINARY

- 1 (A) In these Articles "Table A" means Table A in the Schedule to the Companies (Table A to F) Regulations 1985 and "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 2, 3, 24, 41, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 80, 81, 94, 95, 96, 97, 98, 110 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

- 2 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

- 3 The share capital of the Company is £100 divided into 100 shares of £1 each.

- 4 (A) The Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities or other shares of the Company to such persons, at such times and generally on such terms and conditions and carrying such rights or being subject to such restrictions as the Directors may determine. The authority hereby conferred shall, subject to Section 80(7) of the Act, be for a period of five years from the date of incorporation unless renewed, varied or revoked by the Company in General Meeting, and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles, or where the authority is renewed at the date of renewal.
- (B) The Directors shall be entitled under the authority conferred by subparagraph (A) of this Article or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 5 The pre-emption provisions of sub-section (1) of Section 89 of the Act and the provisions of sub-sections (1) to (6) inclusive of Section 90 of the Act shall not apply to any allotment of the Company's equity securities.
- 6 The lien conferred by Regulation 8 of Table A shall attach to fully paid shares and to 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 two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.
- 7 Subject to the provisions to the Act, any shares in the capital of the Company may be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

NOTICES

- 8 Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act, as to giving information to Members in regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

TRANSFERS

- 9 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

- 10 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and 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.
- 11 It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.
- 12 A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 of Table shall be modified accordingly.
- 13 Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.
- 14 Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTES OF MEMBERS

- 15 Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 of Table A shall be construed accordingly.

DIRECTORS

- 16 A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and Regulation 38 of Table A shall be modified accordingly.
- 17 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
- 18 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
- 19 Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration.
- 20 The office of Director shall be vacated if the Director
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes disqualified from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise so prohibited or disqualified under any statutory provision for the time being in force; or
 - (c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or
 - (d) subject as hereinafter provided resigns his office by notice in writing to the Company.

- 21 The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 21A Each Member shall be entitled by notice in writing to the Company to appoint any person as a Director of the Company and by the like notice to remove any Director so appointed by it provided that there may not be at any one time more than one Director appointed by any one Member pursuant to this Article 21A. Two or more Members may pursuant to this Article 21A appoint the same person as a Director and if any one of such Members gives notice in writing to the Company removing that person as a Director then he shall cease to be, for the purposes of this Article 21A, a Director appointed by that Member but he shall continue to be a Director until such time as each of the Members that appointed him has given written notice to the Company removing him as a Director.
- 22 Without prejudice to the powers of the Directors under Regulation 79 of Table A the Company may by Ordinary Resolution appoint a person who is willing to act to be Director either to fill a vacancy or as an additional Director.
- 23 A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Regulation 79 of Table A shall be deleted.
- 24 The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director. Such removal or appointment shall take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on such later date (if any) as may be specified therein.
- 25 (A) Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Directors by a majority consisting

of not less than two-thirds of all the Directors shall have been given and entered in the Directors' Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director, the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

26 No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

27 (A) Subject to Article 27(B) the Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

27 (B) The Members may from time to time nominate a person appointed as a Director of the Company pursuant to Articles 21A and 24 to hold office as Chairman, such appointment being (subject to Section 319 of the Act, if applicable) for such fixed term or without limitation as to period and on such terms as the Members think fit. A Director so appointed as Chairman shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso fatco and immediately cease to hold such office.

28 A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 20(d) hereof shall be interpreted accordingly.

- 29 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

THE SEAL

- 30 The Directors may individually confirm their approval to the sealing of an instrument and may instruct who shall sign any such instrument by telephone telex or facsimile message and an instruction from a simple majority of Directors or committee of Directors shall be sufficient authorisation for the instrument in question to be sealed and signed and Regulation 101 shall be read accordingly.

RESERVES

- 31 The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

CAPITALISATION OF PROFITS

- 32 The Directors may with the authority of an Ordinary Resolution:-
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

- (b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount of the ordinary share capital (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;
- (c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
- (d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;
- (e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of the profits or sum so resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on shares held by them respectively any agreement made under such authority being thereupon effective and binding on all such Members; and
- (f) generally to do all acts and things required to give effect to such resolution as aforesaid.

PROVISION FOR EMPLOYEES

- 33 The Company shall exercise the power conferred upon it by Section 719 of the Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Section 125 of the Act.

INDEMNITIES

- 34 Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

NAMES AND ADDRESSES OF SUBSCRIBERS

J Metson

JACQUELINE SAMUELS
For and on behalf of
Legibus Secretaries Limited
Royex House
Aldermanbury Square
London EC2V 7LD

C A Lee

CHRISTINE ANNE LEE
For and on behalf of
Legibus Nominees Limited
Royex House
Aldermanbury Square
London EC2V 7LD

DATED this 23rd day of June, 1989

WITNESS to the above Signatures:-

Sharon Metson
Royex House
Aldermanbury Square
London EC2V 7LD

S Metson

Company Number: 2401034

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

PERCHLANE LIMITED

Pursuant to Regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms part of the Articles of Association of the Company) we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a Special Resolution of the Company:

SPECIAL RESOLUTION

1. THAT: the name of the Company be changed to STUDENT LOANS COMPANY LIMITED.
2. THAT: the Memorandum of Association of the Company be amended by the insertion at the beginning of Clause 3 of two new paragraphs, numbered (A) and (B) as follows, and the redesignation of the existing paragraphs numbered (A) to (GG) of Clause 3 as paragraphs (C) to (II):
 - (A) To establish, operate, administer and in any other way which the Company may consider expedient to participate in any scheme or schemes for the making of loans or the provision of credit or the provision of any financial service to any person undertaking or proposing to undertake any course of study, including, without limitation, upon terms whereby such loan, credit or financial service may continue to be outstanding or available to such person after he or she has completed or ceased to undertake such course of study.
 - (B) To carry on in any part of the world any or all of the businesses of the lending of money, banking and any other business that may lawfully be carried on by an institution authorised to carry on a deposit-taking business (as defined in the Banking Act 1987 or any statutory re-enactment or modification thereof) and to transact and do all matters and things

incidental or conducive thereto, or which may at any time hereafter, at any place where the Company shall carry on business, be usually carried on or be capable of being carried on as part of or in connection with, or which may conduce to or be calculated to facilitate the carrying on of, any such business and in particular, (but without prejudice to the generality of the foregoing):

- (1) To advance or lend money and to provide credit or other financial service, in each case with or without security.
- (2) To promote, effect, insure, guarantee, underwrite, become liable to secure the subscription or placing of, agree to subscribe for or procure the subscription of, participate in, manage or carry out any issue, public or private, of any loans or bonds, or of shares, stock, debentures, debenture stock or bonds of any company.
- (3) To receive money or securities on current account, deposit or on loan or otherwise and to employ money and securities in any manner which the Company may consider expedient.
- (4) To borrow or raise money or funds in any manner which the Company may consider expedient and upon any terms which the Company may consider expedient and to enter into any contract or arrangement which the Company may consider expedient whereby the Company will receive or be entitled to receive any payment or funding in respect of any of the Company's liabilities or obligations.
- (5) To draw, make, accept, endorse, grant, discount, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure, bills of exchange, promissory notes, treasury bills, cheques, coupons, drafts, bills of lading, warrants, bonds, debentures, debenture stock, mortgages, stocks, shares, certificates of deposit and other instruments and securities of any kind whatever whether transferable or negotiable or not.
- (6) To acquire, hold and deal in, either in the name of the Company or in that of any nominee, shares, options, stocks, bonds, debentures, debenture stock, notes, obligations, securities and investments of all kinds.

- (7) To grant, issue and negotiate letters of credit, circular notes, drafts and instruments or securities of any kind.
- (8) To guarantee the payment of any sums and the performance of obligations and contracts of every kind by any person or company and to grant indemnities in respect of any such payments, obligations or contracts and indemnities against loss and rights of all kinds.
- (9) To buy, sell and deal in foreign exchange, bullion and specie.
- (10) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.
- (11) To receive and collect money, securities, documents or other valuables on deposit, for safe custody or otherwise.
- (12) To carry on financial business and financial operations of all kinds."

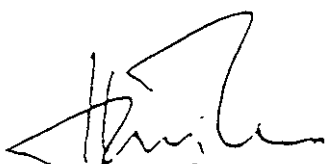
3. THAT: the Articles of Association of the Company be altered by the addition after Article 21 of a new Article 21A as follows:

"Each Member shall be entitled by notice in writing to the Company to appoint any person as a Director of the Company and by the like notice to remove any Director so appointed by it provided that there may not be at any one time more than one Director appointed by any one Member pursuant to this Article 21A. Two or more Members may pursuant to this Article 21A appoint the same person as a Director and if any one of such Members gives notice in writing to the Company removing that person as a Director then he shall cease to be, for the purposes of this Article 21A, a Director appointed by that Member but he shall continue to be a Director until such time as each of the Members that appointed him has given written notice to the Company removing him as a Director."

WCSS0369.46

For and on behalf of LEGISUS SECRETARIES LTD.


Authorized Signatory


for and on behalf of Legibus Nominees Limited

STUDENT LOANS COMPANY LIMITED

(Incorporated in England No. 2401034)

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