

Company No 2926583

PROTOCOL EDUCATION LIMITED

(the "Company")

Written resolution of the Company pursuant to

s.281 and Part 13 Ch 2 Companies Act 2006

Date **12** August 2011

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution, which is proposed as a special resolution

WRITTEN SPECIAL RESOLUTION

THAT, in connection with

- (i) a £39,500,00 facilities agreement (the "**Facilities Agreement**") dated on or around the date of this resolution and made between (among others) Education Personnel Holdco Limited (the "**Parent**"), Education Personnel Bidco Limited, the Company and the other companies listed in part 1 schedule 1 thereto as original borrowers and/or original guarantors (the "**Original Obligors**") and Lloyds TSB Bank plc as arranger, agent, security agent, invoice discounting facility provider and original lender and Clydesdale Bank PLC as arranger and as original lender,
- (ii) an intercreditor agreement (the "**Intercreditor Agreement**") dated on or around the date of this resolution and made between (among others) the Original Obligors as obligors, Original Institutional Investors, the Original Management Investors (each as defined therein)] and Lloyds TSB Bank plc as Senior Agent, Security Agent, Original Senior Lender and Clydesdale Bank PLC as Original Senior Lender (each as defined therein) in order to, among other things, subordinate certain claims of the Company to those of the Finance Parties, and
- (iii) a composite guarantee and debenture (the "**Guarantee and Debenture**") dated on or around the date of this resolution and made by the Company and the other Original Obligors in favour of Lloyds TSB Bank plc as security agent (the "**Security Agent**"), to grant certain security interests for the obligations of the Company and the other Obligors to the Finance Parties),

(the Facilities Agreement, the Intercreditor Agreement and the Guarantee and Debenture together, the "**Documents**")

Resolution 1.

THAT the members of the Company hereby approves and authorises, for all purposes, the terms of, the arrangements and transactions contemplated by, and the execution, delivery and performance by the Company of the Documents and all other Finance Documents (as defined in the Facilities Agreement) and any other documents ancillary thereto and that the execution and performance by the Company of such documents are in the best interests of and to the benefit of the Company and will promote the success of the Company for the benefit of its members

Resolution 2.

THAT any act done or document executed pursuant to the foregoing resolution shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolution)



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Agreement to written resolution

Please read the notes at the end of this document before signifying your agreement to the written resolution

The undersigned, a person entitled on the date set out above to vote on the written resolution, hereby irrevocably agrees to the Special Resolution

Corporate member

Signed by JONATHAN ROBACH
(print name of signatory)

Signature



for and on behalf of

ELS Group Limited acting by its attorney Education Personnel Bidco Limited

Date

12

August 2011

NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

- 3 Unless, by the end of 9 September 2011, sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

- 4 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.