

**Company Number: 03182570**

**The Companies Act 2006**

**Private Company Limited by Shares**

**RESOLUTION**

**OF**

**THE ACADEMY CORPORATION LIMITED  
(the "Company")**

On the 5th day of June 2014 the following special resolution was duly passed as a written resolution

**THAT the name of the Company be changed to GT ACADEMY GROUP LIMITED**

FRIDAY



"R3BEP4UR"  
RC2 04/07/2014 #35  
COMPANIES HOUSE  
A12 04/07/2014 #138  
COMPANIES HOUSE

Company Number 03182670

The Companies Act 2006

Private Company Limited by Shares

WRITTEN RESOLUTION

of

THE ACADEMY CORPORATION LIMITED

(the "Company")

Circulation Date: 5 June 2014

Pursuant to Chapter 2 of part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolution below is passed as a special resolution (the "Resolution")

**SPECIAL RESOLUTION**

THAT the name of the Company be changed to GT ACADEMY GROUP LIMITED

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

Being the members of the Company eligible to attend and vote at general meetings of the Company and thereby eligible to vote on the proposal at the time and date of circulation, hereby irrevocably agree to the Resolution and agree that the Resolution shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held

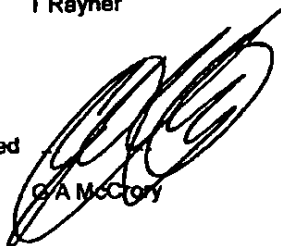
Signed



T Rayner

Date 5 June 2014

Signed



G A McCarty

Date 5 June 2014

**NOTES.**

1. If you agree to the resolution please signify your agreement by signing a hard copy of the resolution above your name where indicated and then please return the signed document to the registered office address of the Company : 49a High Street, Ruislip, Middlesex HA4 7BD
2. Once this Resolution has been signed and returned, your agreement to it may not be revoked.

**COMPANY NUMBER: 3182570**

**THE ACADEMY CORPORATION LIMITED**

(the "Company")

**Minutes of a Meeting of the Directors of the Company**  
**held at 49A High Street, Ruislip, Middx HA4 7BD on 5<sup>th</sup> June 2014**

Present        Mr T Rayner – In the chair  
                  Mr G A McCrory

- 1     **CHAIRMAN**        It was agreed that Mr T Rayner chairs the meeting and accordingly he took the chair.
  
- 2     **QUORUM**            The chairman reported that the quorum was present and the meeting could proceed to business.
  
- 3     **PURPOSE OF THE MEETING**        The chairman explained that the purpose of the meeting was to deal with the issue of change of name of the Company
  
4. **DIRECTORS' DUTIES**        It was note that among directors' other duties, a director was required to act in the way he or she considers, in good faith, would be most likely to promote the success particularly of the Company as a whole, having regard among other things, to the matters listed in Section 172 (1) of the Companies Act 2006.
  
- 5 **CHANGE OF NAME**        It was noted that to effect the change of name of the Company, it would be necessary to pass a special resolution of the members.

IT was agreed that the members' resolution which would otherwise be required to be passed as a special resolution, be proposed and if through fit be passed by way of a written resolution of the members which would be electronically circulated to the

members of the company (the "form of Written Resolution").

The meeting adjourned for the purposed of electronically circulating the form of Written Resolution to the members of the Company.

The meeting reconvened and the Chairman reports that all the members of the Company had signed their agreement to the form of Written Resolution; each member (other than the Chairman) having separately sent to the Chairman a scanned copy of the signed form of Written Resolution as an email attachment.

Accordingly it was noted that the special resolution contained within the form of Written Resolution had been duly passed

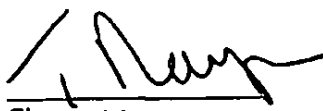
6. ARRANGEMENTS

It was resolved:

That, in consequence of the special resolution having been passed by the way of a written resolution of the members, the following be submitted to Companies House:

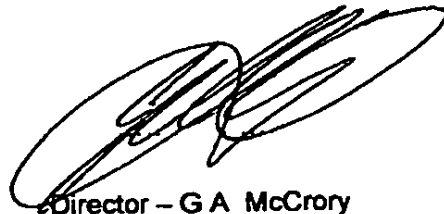
- a) Form NM01 (Notice of change of name by resolution)
- b) A certified copy of the resolution
- c) A fee of £10.00 in respect of the change of name.

There being no further business the meeting was closed.

  
Chairman



Director - T Rayner



Director - G A McCrory



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 3182570

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**THE ACADEMY CORPORATION LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**GT ACADEMY GROUP LIMITED**

Given at Companies House on **14th July 2014**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**