

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**BRITANNIA COACH SERVICES LIMITED** (the "Company")

**COMPANY NUMBER 04424894**

**22** March 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution (the "**Resolution**").

**Special Resolution**

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following special resolution, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows

**THAT** the articles of association of the Company be amended by inserting the following as new articles 9 1 3 4 and 9 1 3 5

*9 1 3 4 In determining whether directors are participating in a director's meeting, it is irrelevant where any director is or how they communicate with each other*

*9 1 3.5 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.*

**Agreement**

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

Signed

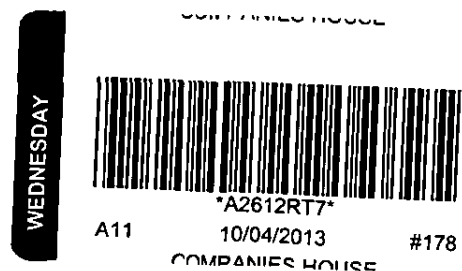
**KINGSWOOD LEARNING AND LEISURE GROUP LIMITED**



Director

Date **22** March 2013

HVR/HVR/346865/2/48610241



## NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE, marked for the attention of Harriet Roberts

Post returning the signed copy by post to DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE, marked for the attention of Harriet Roberts

By Email returning the signed copy by email to harriet.roberts@dlapiper.com

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 22 MARCH 2013, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 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