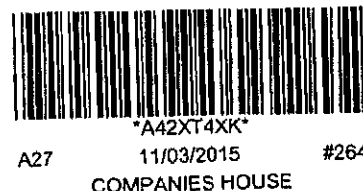


Company No 08652284

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

WEDNESDAY



of

ST JAMES AND EMMANUEL ACADEMY TRUST LTD

(the "Company")

Circulation Date *9th MARCH* 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a Special Resolution ("**Special Resolution**")

SPECIAL RESOLUTION

"THAT

- (A) the Articles of Association annexed to this Special Resolution and for the purposes of identification initialled by a Director (the "**New Articles**"), be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company, and
- (B) the provisions of Articles 46, 50, and 53 of the New Articles be suspended until 31st December 2015 in order for the Company to have sufficient time to fill the roles referred to therein "

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Special Resolution hereby irrevocably agree to such Special Resolution

Signed by **JOHN BENEDICT EDSON**

Date

9th MARCH 2015

Signed by **NICHOLAS JOHN BUNDOCK**

Date

9th MARCH 2015

Signed by PAUL JOHN GOOD

~~Paul John Good~~

Date

9th MARCH 2015

Signed by SYLVIA BRADLEY

Sylvia A. Bradley

Date

9th MARCH 2015

NOTES

1 If you wish to agree to the above Special Resolution, please signify 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 the Company C/O Slater Heelis LLP, 34 Washway Road, Sale, M33 6FS
- **Post** returning the signed copy by post to Company C/O Slater Heelis LLP, 34 Washway Road, Sale, M33 6FS

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement

3 Unless, by midnight on the date that is 28 days from the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that indicate your agreement and notify us as soon as possible