

THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED (the "Company")
COMPANY NUMBER : SC206930
WRITTEN RESOLUTION OF THE MEMBERS

We, the undersigned, being all the members for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following Written Resolution and agree that the said Resolution shall, for all purposes, be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held:-

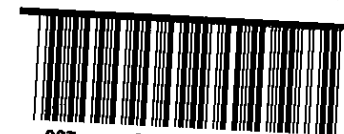
"that

- (i) the authorised share capital of the Company be and is hereby increased from £100 to £100,000 by the creation of an additional 99,900 ordinary shares of £1 each in the capital of the Company, having the rights and privileges and being subject to the restrictions contained in, the new Articles of Association of the Company adopted pursuant to paragraph (ii) of this Resolution;
- (ii) the regulations contained in the document attached to this resolution and signed by the Chairman for the purposes of identification be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company;
- (iii) the Memorandum of Association of the Company be amended by the deletion of clause III and the substitution therefor of a new clause III conform to the print of the Memorandum of Association attached to this resolution and signed by the Chairman for the purposes of identification; and
- (iv) any existing authority to allot shares granted to the Directors of the Company in terms of section 80 of the Companies Act 1985, as amended (the "Act") be and is hereby revoked and the directors of the Company are hereby authorised for the purposes of the Act to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal or dispose of any relevant security (within the meaning of section 80(2) of the Act) of the Company up to an aggregate nominal amount of £100,000, provided always that this Authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the expiry of five years from the date of this resolution and the directors shall be entitled, under the authority hereby conferred or under renewal thereof, to make at any time prior to the expiry of such authority any offer or agreement which would or otherwise might require relevant securities of the Company to be allotted after the expiry of such authority and the directors may allot relevant securities pursuant to any such offer or agreement."



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ESP (Holdings) Limited

14/11/01
Date



SCT SRSDP63M 1711
COMPANIES HOUSE 26/11/01

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