

WRITTEN RESOLUTION

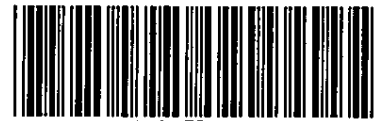
of

APOLLO GROUP LIMITED (the "Company")

COMPANY NUMBER 02023463

PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



A34 *A3AFD51V* #131
20/06/2014
COMPANIES HOUSE

Circulated

10th June

2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution (the "Resolution")

SPECIAL RESOLUTION

- 1 On incorporation of the Company on 28th May 1986 the authorised share capital was incorrectly stated in the memorandum of incorporation to be £100 divided into 100 Ordinary Shares of £1 00 each. The intention was that the authorised share capital should have been stated to be £100 divided into 10 000 Ordinary 1p Shares of £0 01 each. It is hereby ratified that on the 28th May 1986 the authorised share capital was £100 divided into 10,000 Ordinary 1p Shares of £0 01 each (**the "First Ratification"**)

- 2 On the 1st October 1988 a special resolution was passed -
 - (i) attempting to sub-divide the share capital of the Company from 100 Ordinary Shares of £1 each to 10 000 Ordinary Shares of £0 01 each, and

 - (ii) stating that the authorised share capital of the Company was £10,000 divided into 10,000 Ordinary Shares of £0 01 each (**"First Resolution"**)

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It is hereby ratified that the First Resolution was incorrect, and the authorised share capital of the Company on 1st October 1988 was already £100 divided into 10,000 Ordinary 1p Shares of £0.01 each (the **Second Ratification**).

- 3 On 26th September 1993 the authorised share capital of the Company was increased to £100,000 by the addition of £99,900 divided into 9,990,000 Ordinary 1p Shares of £0.01 each. On the 29th September 1993 4,999,014 Ordinary 1p Shares of £0.01 each were allotted to Adrian Arscott out of the unissued share capital of 9,999,014 Ordinary Shares of £0.01 each. Authority to allot these shares was not given in accordance with section 80 of the Companies Act 1985 ("**Initial Lack of Authority**") Pursuant to section 80 of the Companies Act 1985 authority is deemed to have been given to overcome the Initial Lack of Authority and the allotment of 4,999,014 Ordinary 1p Shares of £0.01 each on 29th September 1993 is hereby ratified (the "**Third Ratification**")
- 4 On 12th October 1995 2,142,857 Ordinary 1p Shares of £0.01 each were allotted to Sealine International Limited out of the unissued share capital of 5,000,000 Ordinary 1p Shares of £0.01 each. Authority to allot these shares was not given in accordance with section 80 of the Companies Act 1985 ("**Subsequent Lack of Authority**") Pursuant to section 80 of the Companies Act 1985 authority is deemed to have been given to overcome the Subsequent Lack of Authority and the allotment of 2,142,857 Ordinary 1p Shares of £0.01 each on 12th October 1995 is hereby ratified (the "**Fourth Ratification**")
- 5 On 14th December 2011 a special resolution was passed

(i) stating that the authorised share capital would be increased from £50,000 to £80,000 by the creation of 30,000 'B' Ordinary shares of £1.00 each (when in fact it should have been increased from £100,000 to £130,000 by the creation of 30,000 "B" Ordinary shares of £1.00 each) ("**Authorised Share Capital**"), and

(ii) which purported to convert the issued share capital of the Company (being 5,000,000 Ordinary Shares of £0.01 each) into 50,000 A Ordinary Shares of £1.00 each ("**Initial Reclassification**"),

the '**Second Resolution**'

It is hereby ratified that the Second Resolution incorrectly stated the position, and it was the intention that the Second Resolution should have (and it is hereby ratified that it did) -

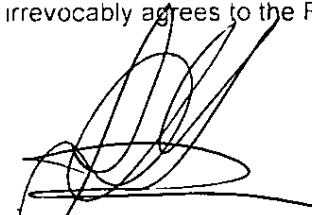
- i convert the share capital of the Company from 10,000 000 Ordinary 1p shares of £0.01 each to 100,000 "A" Ordinary shares of £1.00 each, and
- ii increased the authorised share capital of the Company from £100,000 to £130,000 by the creation of 30,000 "B" Ordinary shares of £1.00 each,

(the "Fifth Ratification")

For the avoidance of doubt, the authorised share capital of the Company is therefore £130,000 divided into 100,000 "A" Ordinary shares of £1.00 each and 30,000 "B" Ordinary shares of £1.00 each

IT IS HEREBY RESOLVED that the First Ratification, the Second Ratification, the Third Ratification, the Fourth Ratification and the Fifth Ratification are approved

The undersigned a person entitled to vote on the Resolution on 10th June 2014 hereby irrevocably agrees to the Resolution


Jason Crabtree
Dated 2014


Adrian Arscott
Dated 2014

NOTES

- 1 If you agree to the Resolution, please indicate 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 fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by the expiry of 28 days sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution please ensure that your agreement reaches us before or during this date
- 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