

**COMPANIES ACTS 1985 TO 1989**

**COMPANY NUMBER 05508168**

**WRITTEN RESOLUTIONS OF**

**ALPHA SCHOOLS (HIGHLAND) HOLDINGS LIMITED**

**(the "Company")**

We, the undersigned, being the sole member of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 (as amended) (which Regulation has been adopted by the Company as part of its Articles of Association) that the following Resolutions shall be passed and the same shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTIONS**

1. **THAT** the authorised share capital of the Company be increased by £49,100 from £1,000 to £50,100 by the creation of an additional 49,100 Ordinary Shares of £1 each.
2. **THAT** the directors be and are hereby given the authority to allot and issue any or all of the unissued shares in the Company at their entire discretion up to the authorised capital of the Company (including those unissued shares created by the increase in the share capital of the Company referred to above).

**SPECIAL RESOLUTION**

3. **THAT** subject to the passing of the resolutions referred to above, the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority referred to in resolution 2 above as if section 89(1) of the Act did not apply to any such allotment.

*Andrew Richards*

For and on behalf of **Morrison  
Education (Highland) Limited**

Dated: *28<sup>th</sup>* March 2006

