

Company Registration No: 48519

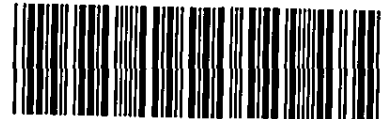
The Companies Act 1985
Company limited by shares

WRITTEN RESOLUTION

OF

C ARTHUR PEARSON LIMITED

WEDNESDAY



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A07

19/11/2008

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COMPANIES HOUSE

Alteration of Articles of Association

Pursuant to Section 381A of the Companies Act 1985, the members of the above company, being all the members who at the date hereof would be entitled to receive notice of, attend and vote at general meeting, resolved the following by Written Resolution on 4 November 2008 as a Special Resolution

That the Articles of Association be altered as follows

by adding as Article 25a, relating to Proceedings of Directors, the following article

"Telephone and Electronic Board Meetings

A meeting of the directors may consist of communication between directors, some or all of whom are in different places, provided that each director who participates in the meeting is able to access all of the dialogue of the meeting, whether audibly or written, whether directly, by telephone, telephone or video conference, electronic mail, or by any other form of communication equipment (whether in use when this article is adopted or developed subsequently) A director shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting "