

**Company Number: 0253393**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

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**HAMISH HAMILTON LIMITED**

**(the "Company")**

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**PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006**

**DATE OF CIRCULATION: 3 May 2016**

**WRITTEN RESOLUTION**

We, the undersigned, being all of the members of the Company who are eligible to vote on the special resolution set out below and who, at the date of this Written Resolution, are entitled to attend and vote at general meetings of the Company HEREBY CONFIRM receipt with the text of this Written Resolution a copy of a directors' statement relating thereto as required pursuant to section 643 of the Companies Act 2006 and HEREBY PASS the following resolution as a special resolution and agree that such resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

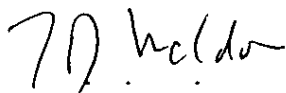
THAT the issued share capital of the Company be reduced from £1,221,292 to £1 by the cancellation and extinguishment of 1,221,291 of the issued ordinary shares of £1 each in the Company, such reduction to comprise the 10 ordinary shares held by Penguin Random House Limited, and 1,221,281 of the ordinary shares held by Penguin Books Limited, pursuant to the procedure set out in Chapter 10 of Part 17 of the Act, so that following such reduction, the Company's issued share capital shall be £1 comprised of a single ordinary share of nominal value of £1 registered in the name of Penguin Books Limited

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the above resolution by signing and dating this document below

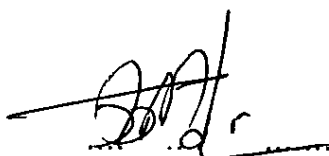


Signed by:



**Authorised Signatory  
For and on behalf of  
Penguin Books Limited**

3 May 2016  
Date



**Authorised Signatory  
For and on behalf of  
Penguin Random House Limited**

3 May 2016  
Date

#### NOTES

- (a) You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either sending it by post or e-mail to the Company's registered office or by hand delivering the signed copy to any one of the Company's directors. If you do not agree to the resolutions, you do not need to do anything. you will not be deemed to agree if you fail to reply
- (b) Once you have indicated your agreement to the resolutions and returned them to the Company, you may not revoke your agreement
- (c) Unless, by the date 28 days after the date of circulation of this document sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before close of business on this date
- (d) 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