

THE PENGUIN PUBLISHING COMPANY LIMITED

(the *Company*)

(Company No 00734421)

C/N 28/6/13 -

WRITTEN SOLE MEMBER'S RESOLUTION

27 June 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), we the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, do hereby declare that the resolution below (the *Resolution*) is passed as an ordinary resolution as if the same had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTION

THAT, in place of all existing authorities, the directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company, up to an aggregate nominal amount of £40,500,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority has expired and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the sole person entitled to vote on the above Resolution on 27 June 2013 hereby irrevocably agrees to the Resolution

Signed by
For and on behalf of Pearson PLC

[Signature] AS ATTORNEY
27 June 2013

Date

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