

Company Number: 734421

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

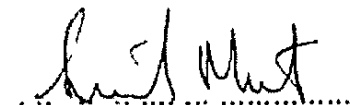
**WRITTEN RESOLUTION OF
PENGUIN RANDOM HOUSE LIMITED
("the Company")**

**PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006 AND
PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE
WITH SECTION 291 OF THE COMPANIES ACT 2006**

DATE OF CIRCULATION: 15 September 2016

SPECIAL RESOLUTION

THAT the share premium account of the Company be reduced by £200 (two hundred) million pounds sterling from £645,329,509 (six hundred and forty five million, three hundred and twenty nine thousand, five hundred and nine) pounds sterling pursuant to the procedure set out in Chapter 10 of Part 17 of the Companies Act 2006.



Director/Secretary

Date.

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.



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24/09/2016

#388

COMPANIES HOUSE

We, the undersigned, being all of the members of the Company who are eligible to vote on the special resolution set out above and who, at the date of this written resolution, are entitled to attend and vote at general meetings of the Company.

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006;
2. 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
3. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution and 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


Signed by



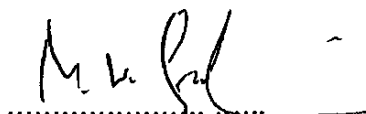
Authorised Signatory

For and on behalf of

Bertelsmann UK Limited



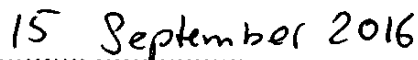
Date



Authorised Signatory

For and on behalf of

Bertelsmann UK Limited



Date

.....
Authorised Signatory

For and on behalf of

Pearson PRH Holdings Limited

.....
Date

We, the undersigned, being all of the members of the Company who are eligible to vote on the special resolution set out above and who, at the date of this written resolution, are entitled to attend and vote at general meetings of the Company

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006,
2. 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
3. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution and 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.

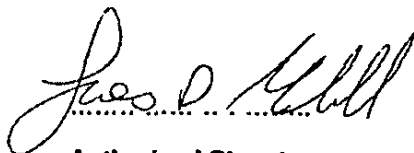
Signed by:

.....
Authorised Signatory

.....
Date

For and on behalf of

Bertelsmann UK Limited



Authorised Signatory

15 September 2016
.....
Date

For and on behalf of

Pearson PRH Holdings Limited

NOTES

- (a) If you agree to this resolution, 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 resolution, 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 resolution and returned them to the Company, you may not revoke your agreement
- (c) Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).
- (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.