

Company Number: 861590

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 2006**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

PENGUIN BOOKS LIMITED

WEDNESDAY



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

Date of circulation: *19 December*.....2008

WRITTEN RESOLUTIONS

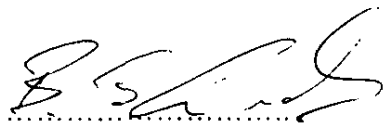
We, the undersigned, being the sole member of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolutions as Ordinary Resolutions and agree that such Resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTIONS

1. THAT pursuant to Sections 121 and 123 of the Companies Act 1985 (the "Act") the authorised share capital of the Company be and it is hereby increased from £10,300,00 to £88,300,000 by the creation of an additional 78,000,000 Ordinary Shares of £1.00 each ranking in all respects pari passu with the existing Ordinary Shares in the capital of the Company.
2. THAT:
 - (a) The Directors shall have a general and unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Act) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring five years from the date of the passing of this Resolution unless renewed varied or revoked by an Ordinary Resolution of the Company and the maximum number of relevant securities which may be allotted pursuant to such authority shall be 78,000,000 Ordinary Shares of £1.00 each being the newly-created shares of the Company at the date hereof;
 - (b) The Directors shall be entitled under the authority conferred by paragraph a) above of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and thereafter to allot relevant securities accordingly.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above Ordinary Resolutions.



The Penguin Publishing Company Limited

19 December 2008

Date