

Company number 01083899

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NELSON THORNES LIMITED (Company)

Circulated on 24 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the **Resolution**).

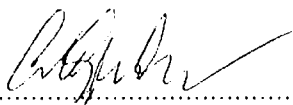
SPECIAL RESOLUTION

THAT the Company reduce its share capital from £2,775,252 to £1.00 by cancelling and extinguishing 2,775,251 of the issued ordinary shares of £1.00 each in the Company, and cancelling its entire share premium account of £21,380,170.23, and repaying the aggregate amount of £24,155,421.23 to the Company's sole shareholder.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution. The undersigned, a person entitled to vote on the above Resolution on the circulation date stated above, agrees to the Resolution and acknowledges receipt of a copy of the directors' solvency statement which is required by section 642(2) of the Companies Act 2006:

Authorised signatory for and on behalf of
The Chancellor, Masters and Scholars of
the University of Oxford t/a Oxford
University Press:


.....

Name:

GILES SPACKMAN
.....

Position:

GROUP FINANCE DIRECTOR
.....

Date:

24 NOVEMBER 2022
.....

NOTES

1. There is circulated with the Resolution a copy of the directors' solvency statement as required by section 642(2) of the Companies Act 2006.
2. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless the Company has received sufficient agreement for the Resolution to pass within 28 days beginning with the date the Resolution were first circulated to shareholders, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company within this period.
5. 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.