

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 sole director of the Company proposes that the following resolution be passed as an ordinary resolution of the Company (the **Resolution**).

**ORDINARY RESOLUTION**

THAT the sum £2,774,247.23 standing to the credit of the Company's profit and loss account and other reserves be and is hereby capitalised and appropriated as capital to the sole holder of ordinary shares of £1.00 each (**Ordinary Shares**) in the capital of the Company at the date of this resolution and that the sole director be and is hereby authorised to apply such sum in paying up in full 2,774,247 Ordinary Shares and to allot and issue such new shares, credited as fully paid up, to the sole holder of Ordinary Shares at the date of this resolution.

**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.

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. 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.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. 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.
4. 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.