

Company No: 1765290

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION**

- of -

**PEARSON GROUP PENSION TRUSTEE LIMITED**  
(Passed 28 April 1997)

At the Annual General Meeting of the above-named Company duly convened and held on 28 April 1997 at 3 Burlington Gardens, London W1X 1LE the following Resolution was duly passed as a Special Resolution:

**SPECIAL RESOLUTION**

2. That the Memorandum of Association of the Company be and it is hereby altered as follows:
  - 2.1 by the deletion of the second word "or" after the word "dispose" in clause 3(b);
  - 2.2 by the deletion of the word "poser" from clause 5 and its replacement by the word "power"; and
  - 2.3 by the deletion of the word "attaches" from clause 5 and its replacement by the word "attached".

Signed .....

A B JOI

Chairman of the Meeting

