

Company Number: 02582344

**Wolters Kluwer Health (Europe) Limited**  
(the "Company")

**SHAREHOLDER WRITTEN RESOLUTION**

22 MAY 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution (together the "Resolutions"):

**ORDINARY RESOLUTION**

1. THAT, in accordance with paragraph 43 of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under Section 550 of the Companies Act 2006.

**SPECIAL RESOLUTION**

2. THAT the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association.

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below.

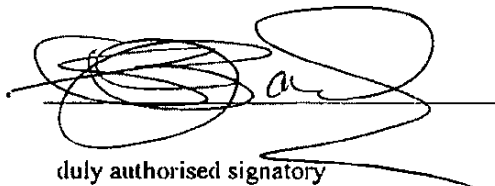
**BY ORDER OF THE BOARD**



Director

**AGREEMENT**

We, THE UNDERSIGNED, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolutions.



duly authorised signatory  
for and on behalf of  
**Wolters Kluwer Holdings (UK) PLC**

Date: 22 may 2018

SATURDAY



A31 \*A7FZTHSJ\* #19  
06/10/2018  
COMPANIES HOUSE

duly authorised signatory  
for and on behalf of  
**Wolters Kluwer Participations B.V.**

Date:

Company Number: 02582344

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duly authorised signatory  
for and on behalf of  
**Wolters Kluwer Holdings (UK) PLC**

Date:



A31 \*A7FZTHSR\*  
06/10/2018 #20  
COMPANIES HOUSE

duly authorised signatory  
for and on behalf of  
**Wolters Kluwer Participations B.V.**

Date: *May 29, 2018*