PENGUIN TELEVISION LIMITED

(the *Company*)

PRIVATE COMPANY LIMITED BY SHARES

MEMBER'S WRITTEN RESOLUTION

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 special resolutions

THAT the share capital account of the Company be reduced from £35,000,000 to £5,000, in accordance with the Companies Act 2006 and the Articles of Association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

In order to effect the Reduction in the share premium account your agreement to the Special Resolution in respect of the Reduction in the share premium account must be made **no more than 15 days from the date of the attached Solvency Statement (being 1 October 2010)**

The undersigned hereby irrevocably agrees to the Special Resolution·

S A Jones

On behalf of Pearson plc

Dated·

NOTES

1   If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

•   By Hand: delivering the signed copy to Helena Peacock, 80 Strand, London, WC2R 0RL.

•   Post. returning the signed copy by post to 80 Strand, London, WC2R 0RL.

•   Fax: faxing the signed copy to 020 7010 6699 marked "For the attention of Helena Peacock"

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.

3.   Unless, by 15 days, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

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.