

**PEARSON IN PRACTICE SKILLS BASED LEARNING LIMITED**  
(“the Company”)

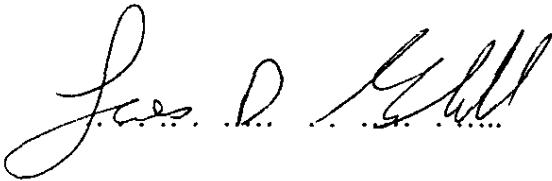
**COMPANY NUMBER 3755464**

**SHAREHOLDER’S WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company eligible to vote on the proposals at the time and date of circulation, hereby pass the following resolution as a unanimous member resolution:

THAT the use by the Company of the exemption from audit permitted by s479A of the Companies Act 2006 in respect of financial year ended 31 December 2015 be and is hereby approved

For and on behalf of  
Pearson Overseas Holdings Limited



Dated: 28 June 2016

Certified a true and correct copy

  
Secretary