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COMPANIES HOUSE

Company Number 5113671

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LIVERPOOL UNIVERSITY PRESS 2004 LIMITED (the Company)

 Circulated on 28 JULY 2010 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- (a) Resolutions 1 below is passed as an ordinary resolution (the **Ordinary Resolutions**), and
- (b) Resolutions 2 and 3 below are passed as special resolutions (the **Special Resolutions**)

ORDINARY RESOLUTIONS

	For	Against
1 That the directors of the Company are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act") to exercise all powers of the Company to allot 720,000 Ordinary Shares of £1 00 each (notwithstanding any reference in the Company's constitution to an authorised share capital of less than this amount) and this authority shall expire on the fifth anniversary of the date hereof	X	

SPECIAL RESOLUTIONS

	For	Against
2 The directors may authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (the Conflict) This authorisation will only be effective if		

<p>(a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may normally be proposed to the directors or in such other manner as the directors may determine.</p> <p>(b) any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question, and</p> <p>(c) the matter was agreed to without his voting or would have been agreed to if his vote had not been counted</p> <p>Any authorisation of a Conflict may (whether at the time of giving the authorisation or subsequently)</p> <p>(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised.</p> <p>(b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine,</p> <p>(c) be terminated or varied by the directors at any time</p> <p>This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation</p> <p>In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to</p> <p>(a) disclose such information to the directors or to any director or other officer or employee of the company, or</p> <p>(b) use or apply any such information in performing his duties as a director,</p> <p>where to do so would amount to a breach of that confidence</p> <p>Where the directors authorise a Conflict they may provide.</p>		
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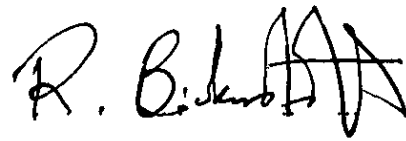
<p>without limitation (whether at the time of giving the authorisation or subsequently) that the director</p> <ul style="list-style-type: none"> (a) is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict, (b) is not given any documents or other information relating to the Conflict, (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict <p>Where the directors authorise a Conflict</p> <ul style="list-style-type: none"> (a) the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict, (b) the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation <p>A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds</p>	X	
<p>3 That the directors of the Company be empowered pursuant to Section 570 of the Act to allot shares (as defined in Section 560 of that Act) in the capital of the Company pursuant to the general authority given to them for the purposes of Section 551 of that Act as if Sections 561 and 562 of that Act did not apply</p>	X	

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to those resolutions as indicated above

Signed by the Company Secretary for and on behalf of
University of Liverpool Commercial Services
Limited

A handwritten signature in black ink, appearing to read 'R. B. Bicknell', with a stylized flourish at the end.

30 / 7 / 2010

Date