

PEARSON EDUCATION LIMITED

Company number: 872828

**At an EXTRAORDINARY GENERAL MEETING of the Company duly convened
and held on 5th June 2001**

the following resolution was duly passed as an

ELECTIVE RESOLUTION OF THE COMPANY

THAT notwithstanding and in derogation of any provision to the contrary in the Articles of Association the provisions of Section 80A of the Act shall apply instead of the provision of Section 80(4) and (5) in relation to the giving of authority to the directors to allot shares and that with effect from the date of passing this resolution the directors be unconditionally authorised to allot relevant securities (as defined in the Act) up to a maximum of amount of £250,000,000 at any time or times for an indefinite period.

Vittorio Calvi

Chairman

