

**PEARSON AMSTERDAM FINANCE LIMITED**  
("the Company")

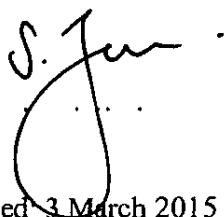
**COMPANY NUMBER 3041245**

**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 2014 be and is hereby approved

For and on behalf of  
Pearson plc



Dated 3 March 2015

Certified a true and correct copy



Secretary



A11 08/05/2015 #202  
COMPANIES HOUSE