

Company number 8228640

WRITTEN RESOLUTION

of the Members of

CEB HOLDINGS UK 3 LIMITED
(the "Company")


I, the undersigned shareholder, being the holder of all the issued shares in the capital of the Company, hereby resolve in writing as follows

(1) Reduction of Share Capital

"**THAT** the issued share capital of the Company be reduced from \$230,086,354 to \$100 00 by cancelling and extinguishing 230,086,254 of the issued ordinary shares of \$1 00 each in the Company, each of which is fully paid up

The consideration received for the cancellation of the shares is to be used in the way directed by The Corporate Executive Board Company of which the Company is a wholly owned subsidiary"

SIGNED by THE CORPORATE EXECUTIVE)
BOARD COMPANY)
acting by its authorised representative)


Richard Scott Lindahl

Dated

~~4/11/13~~ 4/19/13

MONDAY



L26STH4I

LD1

22/04/2013

#31

COMPANIES HOUSE

IMPORTANT:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above;
- return the signed document to the Company using one of the following methods:
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to Mark Evans c/o Kirkland & Ellis International LLP, 30 St Mary Axe, London, EC3A 8AF (F.A.O. Mark Evans); and
 - ensure that the signed document is received by the Company within the period of 15 days after (and excluding) the circulation date indicated above. If the Resolution is not passed by the end of this period, it will lapse.

Note: Once given, your agreement may not be revoked.