

LONGMAN PENGUIN LIMITED
("the Company")

COMPANY NUMBER 309351

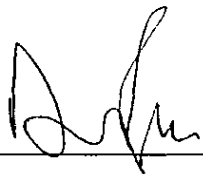
SHAREHOLDER'S WRITTEN RESOLUTION

We, Pearson plc, being the sole member of the Company, hereby pass the following resolution in accordance with the articles of association of the Company and
RESOLVE:

ORDINARY RESOLUTION

THAT the conflicts of interest of the directors of the Company, as detailed on the attached schedules, be and are hereby approved.

For and on behalf of
Pearson plc



Dated: 12 February 2009

WEDNESDAY



AWP1FBDZ

A14

08/07/2009

315

COMPANIES HOUSE

Stephen Jones
Current Directorships

<u>Type</u>	<u>Appointed To</u>	<u>Appointed</u>
Director	Analysis Holdings Limited	20/04/2000
Director	Broadminster Nominees Limited	25/04/2000
Director	Chatelain Estates Limited	30/04/2002
Director	Chatelain Properties Limited	30/04/2002
Director	Lakeside Trading Estate Limited	30/04/2002
Director	Longman Penguin Limited	20/04/2000
Director	NCS Services (UK) Limited	31/01/2005
Director	Pearson Group FURBS Trustee Limited	30/04/2002
Director	Pearson Investment Services Limited	20/04/2000
Director	Pearson New Entertainment Holdings Ltd	26/04/2000
Director	Pearson Nominees Limited	20/04/2000
Director	Pearson Overseas Investments Limited	30/04/2002
Director	Pearson Pension Trust Limited	20/04/2000
Director	Pearson Property Investments Limited	20/04/2000
Director	Pedifri	27/04/2000
Director	Phoenix First Limited	31/01/2005
Director	PL Publishing Limited	20/04/2000
Director	SummIT for Schools Limited	31/01/2005
Director	The Television Commercials Register Limited	20/04/2000
Director	Vera Cruz (Mexico) Railways Limited	20/04/2000
Director	West Thurrock Estate Limited	30/04/2002
Director	WP Group Pension Trustees Limited	20/04/2000

Andrew Midgley
Current Directorships

<u>Type</u>	<u>Appointed To</u>	<u>Appointed</u>
Director	Analysis Holdings Limited	04/04/1997
Director	First Thames Land Holdings Limited	14/06/2006
Director	Longman Penguin Limited	04/04/1997
Director	Pearson Amsterdam Finance Limited	29/05/2007
Director	Pearson Investment Services Limited	04/04/1997
Director	Pearson Loan Finance No.2 Unlimited	13/07/2007
Director	Pearson Luxembourg Holdings Limited	29/05/2007
Director	Pearson Luxembourg Holdings No.2 Limited	29/05/2007
Director	Pearson Netherlands BV	25/07/2007
Director	Pearson Nominees Limited	04/04/1997
Director	Pearson Sterling Investments Ltd	30/05/2007
Director	Pearson Sterling Two plc	30/05/2007
Director	Robincrest Limited	14/06/2006
Director	Testchange Limited	14/06/2006
Director	The Television Commercials Register Limited	04/04/1997
Director	Themescene Limited	14/06/2006
Director	Vera Cruz (Mexico) Railways Limited	04/04/1997