

Company number: 00349566

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BLACKWELL SCIENCE LIMITED ("Company")

Circulated on 28 March 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as a special resolution ("**Resolution**").

SPECIAL RESOLUTION

THAT:

- the Company reduces its issued share capital from £5,310,662 comprising 5,228 ordinary shares of £1 each, 4,900 ordinary shares of £1 each (together with a share premium of £4,891,960), 4,082,437 ordinary shares of £0.10 each and 100 ordinary shares of £3.30 each
- to £1, comprising one ordinary share of £1
- effected by (a) the cancellation of 4,900 ordinary shares of £1 each together with a reduction of the share premium account in the amount of £4,891,960, (b) 5,227 ordinary shares of £1 each, (c) 4,082,437 ordinary shares of £0.10 each and (d) 100 ordinary shares of £3.30 each.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, the sole person entitled to vote on the Resolution on the circulation date stated above, agrees to the Resolution:

Signature

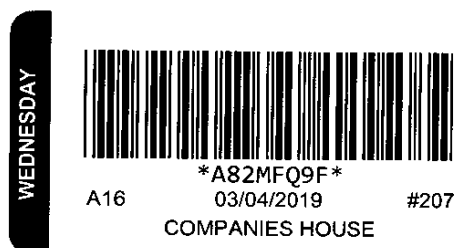
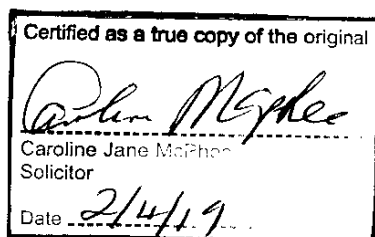
.....*U.S.A.M.*.....

Name of Shareholder

**BLACKWELL PUBLISHING
(HOLDINGS) LIMITED**

Date

.....28/3/19.....



NOTES

1. There is enclosed with the Resolutions a copy of the directors' solvency statement as required by Section 642(2) of the Companies Act 2006.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to The Company Secretary, Blackwell Science Limited, The Atrium, Southern Gate, Chichester, West Sussex, PO19 8SQ.
- **Post:** returning the signed copy by post to The Company Secretary, Blackwell Science Limited, The Atrium, Southern Gate, Chichester, West Sussex, PO19 8SQ.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to cmcphee@wiley.com

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless the Company has received sufficient agreement for the Resolutions to pass within 28 days of the date the Resolutions were first circulated to shareholders, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company within this period.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.