

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

JOHN WILEY & SONS LIMITED  
("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we the undersigned being the registered shareholder of the Company hereby **resolve that**

1. the memorandum of association of the Company be altered by deleting the current Articles 7 and 8 and replacing it with the following:

" 7 and 8 TRANSFER OF SHARES

- a) The Directors may, in their absolute discretion and without giving any reason, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 shall not apply to the Company, provided that the Directors shall not decline to register, nor suspend registration of any transfer of shares, whether fully paid or not, where such transfer is:
  - (i) In favour of any bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares are being transferred by way of security; or
  - (ii) Executed by any such bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares are being transferred pursuant to a power of sale under such security,and a certificate by any duly authorised representative of such bank, institution or person (or any nominee or nominees of such bank, institution or person) that such shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."

Signed by, or by duly authorised representatives on behalf of the registered member of the Company whom at the date of this resolution would be entitled to attend and vote at a general meeting of the Company had the resolution been put to such a meeting.

Signed.....

by **JIM DICKS** for and on behalf of  
**Wiley Europe Limited.**

Dated..... **31/1/2007** .....

WEDNESDAY



A58 \*ANFR7MVR\* 703  
07/02/2007  
COMPANIES HOUSE