

Company number: 641132

JOHN WILEY & SONS LIMITED ("Company")

Reduction of Capital

Directors' statement pursuant to section 644(5) Companies Act 2006

Made on 8 February 2017

We refer to the special resolutions of the Company for the reduction of share capital passed on 8 February 2017 (the "**Resolutions**") and the solvency statement made on 8 February 2017 pursuant to section 642 Companies Act 2006 in support of the Resolutions ("**Solvency Statement**")

We confirm that the Solvency Statement was made not more than 15 days before the date on which the Resolutions were passed and was provided to members of the Company in accordance with section 642(2) Companies Act 2006.

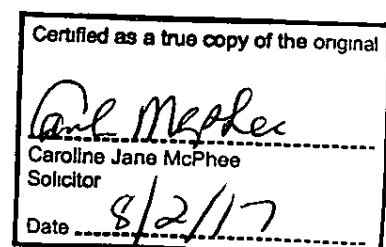

URSULA D'ARCY


ROSAMUND JOHNSON


PHILIP KISTRAY

JOHN A. KRITZMACHER

ROBERT LONG



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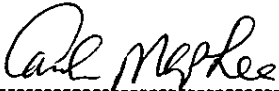
URSULA D'ARCY

ROSAMUND JOHNSON

PHILIP KISRAY

JOHN A. KRITZMACHER

ROBERT LONG

Certified as a true copy of the original	
	
Caroline Jane McPhee	
Solicitor	
Date	8/2/17

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