

Company number 00641132

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JOHN WILEY & SONS LIMITED (Company)



3 October 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Resolution**")

RESOLUTION:

- THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted and shall not restrict the maximum amount of shares that may be allotted by the Company, and shall be deemed to be effective from 1 October 2009

AGREEMENT

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

The undersigned, a person entitled to vote on the above Resolution on 3 October 2016, hereby irrevocably agrees to the Resolution

Signed by URSULA D'ARCY


WILEY EUROPE LIMITED

Date 3/10/16

3/10/16

Notes:

- 1 A copy of this Resolution was sent to the Company's auditors
- 2 If you agree with the Resolution, 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, John Wiley & Sons Limited, The Atrium, Chichester, West Sussex, PO19 8SQ, UK

Post returning the signed copy by post to The Company Secretary, John Wiley & Sons Limited, The Atrium, Chichester, West Sussex, PO19 8SQ, UK.

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 Resolution, 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 Resolution, you may not revoke your agreement.
- 4 Unless the Company has received sufficient agreement for the Resolution to pass within 28 days of the date the Resolution was first circulated to shareholder(s), it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company within this period.