

Company number: 641132

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**JOHN WILEY & SONS LIMITED ("Company")**

**Circulated on 8 February 2017**

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:**

- (A) the Company reduces its issued share capital from £85,823,905 comprising 564,808 Ordinary shares of £1 each to £500,000 comprising 500,000 Ordinary Shares of £1 each and that such reduction be effected by the cancellation of 64,808 of the Issued Ordinary Shares of £1 each together with a reduction of the share premium account in the amount of £85,259,097.

**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**

.....*USA*.....

**Name of Shareholder**

**WILEY EUROPE LIMITED**

**Capacity of Signatory**

.....  
**DIRECTOR**

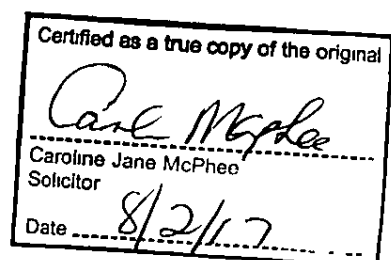
**Date**

.....*8 FEBRUARY 2017*.....

THURSDAY



A06 \*A5ZWJG7S\* 09/02/2017 #220  
COMPANIES HOUSE



## 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, John Wiley & Sons Limited, The Atrium, Southern Gate, Chichester, West Sussex, PO19 8SQ
- **Post:** returning the signed copy by post to The Company Secretary, John Wiley & Sons 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](mailto: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