

PENGUIN RANDOM HOUSE LIMITED

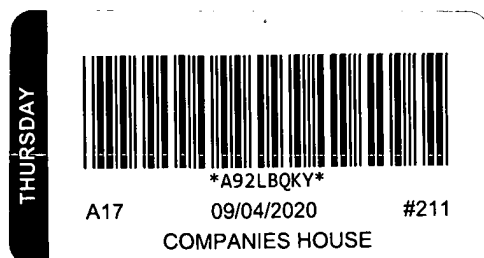
(the Company)

WRITTEN MEMBERS' RESOLUTIONS

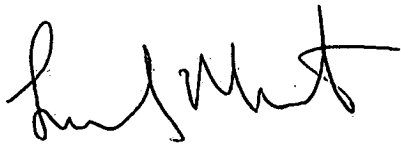
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006 (the "Act")**

SPECIAL RESOLUTIONS

1. That, subject to the written consent of the Designated A Shareholder and Designated B Shareholder (each as defined in the current articles of association of the Company (the "**Articles**")) and effective upon the closing of the transactions set forth in Article 2 of the transaction agreement dated 17 December 2019 between Bertelsmann SE & Co. KGaA and Pearson plc (the "**Closing**"), all of the Company's issued and outstanding A Shares and B Shares shall be re-designated as ordinary shares; and
2. That, subject to the written consent of each of the Designated A Shareholder and Designated B Shareholder and effective upon the Closing, the regulations set out in the document attached to these special resolutions and marked "A" for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Articles.



By order of the Board:

A handwritten signature in black ink, appearing to read 'Sinead Martin', written in a cursive style.

Sinead Martin.....

01 April 2020

Secretary

.....
Date

[Board signature page to ROWCO Shareholder Resolution]

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 01 April 2020 (the "**Circulation Date**").
3. A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
4. If you agree with the written 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:
 - (i) by hand: delivering the signed copy to Penguin Random House Limited, Company Secretary, 80 Strand, London WC2R 0RL; and
 - (ii) post: returning the signed copy by post to Penguin Random House Limited, Company Secretary, 80 Strand, London WC2R 0RL.

If you do not agree to the written resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
5. Once you have indicated your agreement to the written resolutions, you may not revoke your agreement.
6. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
7. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the written resolution to pass, it will lapse. If you agree to the written resolutions, please ensure that your agreement reaches us before or during this date.
8. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
9. 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.

AGREEMENT

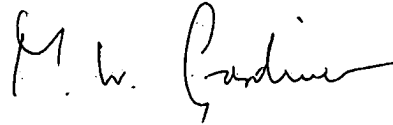
Please read the notes on the preceding page of this document before signifying your agreement to the written resolutions.

We, the undersigned, being all the persons entitled to vote on the above written resolutions on 01 April 2020:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006;
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolution 1 shall take effect as an ordinary resolution; and
3. confirm that this shall constitute our written consent for the purposes of Article 5 of the Articles of Association of the Company.

This document may be signed in counterpart.

Signed by:
For and on behalf of Bertelsmann UK
Limited

A handwritten signature in black ink, appearing to read 'M. W. Gardiner', written in a cursive style.

Mark Gardiner.....

Date:

01 April 2020
.....

Signed by:
For and on behalf of Pearson PRH
Holdings Limited



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Date:

April 1, 2020
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[Pearson signature page to ROWCO Shareholder Resolution]