

CHATELAIN PROPERTIES LIMITED
("the Company")

COMPANY NUMBER 1101779

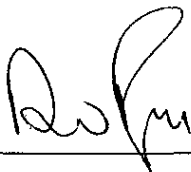
SHAREHOLDER'S WRITTEN RESOLUTION

We, Pearson plc, being the sole member of the Company, hereby pass the following resolution in accordance with the articles of association of the Company and
RESOLVE:

ORDINARY RESOLUTION

THAT the conflicts of interest of the directors of the Company, as detailed on the attached schedules, be and are hereby approved.

For and on behalf of
Pearson plc



Dated: 12 February 2009

WEDNESDAY



AWP1VBDF

A14

08/07/2009

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COMPANIES HOUSE

Alan Miller
Current Directorships

<u>Type</u>	<u>Appointed To</u>	<u>Appointed</u>
"A" Director	Pearson Group Pension Trustee Limited	07/05/2003
"A" Director	Westminster Press Pension Trust Limited	31/07/2000
Director	Adelphi Finance Unlimited	07/04/2004
Director	African Business Channel	24/04/1997
Director	African Business Channel (Pty) Ltd	
Director	BDFM Pty Limited	06/12/1996
Director	Blue Wharf Limited	31/01/2002
Director	Broadminster Nominees Limited	21/05/1998
Director	Burmedia Investments Limited	26/11/2002
Director	Business People Publications Limited	30/09/1991
Director	Chatelain Estates Limited	13/08/1997
Director	Chatelain Properties Limited	23/05/1997
Director	Embankment Finance Limited	13/06/2002
Director	Evenstrand Limited	07/10/1999
Director	Financial Times Group Limited	03/05/1989
Director	First Thames Land Holdings Limited	23/05/1997
Director	Lakeside Trading Estate Limited	23/05/1997
Director	Marblemirror Limited	02/12/2002
Director	M-RTL	18/09/2000
Director	Northern Titles Pty Limited	06/06/1996
Director	Pearson Australia Finance Unlimited	29/09/2005
Director	Pearson Canada Finance Unlimited	29/09/2005
Director	Pearson Dollar Finance plc	23/04/2004
Director	Pearson International Finance Limited	16/07/2001
Director	Pearson Loan Finance No.2 Unlimited	22/11/2005
Director	Pearson Loan Finance Unlimited	03/06/2004
Director	Pearson Luxembourg Holdings Limited	23/02/2004
Director	Pearson Luxembourg Holdings No.2 Limited	23/11/2005
Director	Pearson Management Services Limited	29/08/1997
Director	Pearson Netherlands BV	25/07/2007
Director	Pearson Overseas Holdings Limited	12/09/1997
Director	Pearson Pension Property Fund Limited	18/02/1998
Director	Pearson Property Investments Limited	18/06/1999
Director	Pedifri	03/10/1996
Director	Penguin Books India Private Limited	23/12/2006
Director	Savoy Finance Unlimited	07/04/2004
Director	Spear Insurance Company Limited	09/12/1997
Director	Strand Finance Limited	13/06/2002
Director	The Financial Times Limited	07/06/1989
Director	The Whitehall Trust Limited	01/03/2004
Director	West Thurrock Estate Limited	23/05/1997

Stephen Jones
Current Directorships

<u>Type</u>	<u>Appointed To</u>	<u>Appointed</u>
Director	Analysis Holdings Limited	20/04/2000
Director	Broadminster Nominees Limited	25/04/2000
Director	Chatelain Estates Limited	30/04/2002
Director	Chatelain Properties Limited	30/04/2002
Director	Lakeside Trading Estate Limited	30/04/2002
Director	Longman Penguin Limited	20/04/2000
Director	NCS Services (UK) Limited	31/01/2005
Director	Pearson Group FURBS Trustee Limited	30/04/2002
Director	Pearson Investment Services Limited	20/04/2000
Director	Pearson New Entertainment Holdings Ltd	26/04/2000
Director	Pearson Nominees Limited	20/04/2000
Director	Pearson Overseas Investments Limited	30/04/2002
Director	Pearson Pension Trust Limited	20/04/2000
Director	Pearson Property Investments Limited	20/04/2000
Director	Pedifri	27/04/2000
Director	Phoenix First Limited	31/01/2005
Director	PL Publishing Limited	20/04/2000
Director	SummIT for Schools Limited	31/01/2005
Director	The Television Commercials Register Limited	20/04/2000
Director	Vera Cruz (Mexico) Railways Limited	20/04/2000
Director	West Thurrock Estate Limited	30/04/2002
Director	WP Group Pension Trustees Limited	20/04/2000