

**PEARSON GROUP PENSION TRUSTEE LIMITED**  
(THE "COMPANY")

TUESDAY



Written resolutions of the board of directors of the Company dated [ 15 MARCH ] 2010

We, the directors

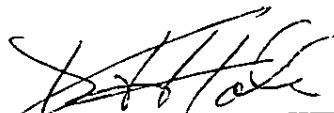
**1 BACKGROUND**

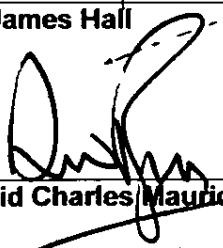
- 1 1 note that the members of the Company holding not less than 75% of the total voting rights of the members of the Company entitled to attend and vote at any general meeting of the Company, agree, pursuant to Part 13 of the Companies Act 2006, to pass certain written resolutions as special resolutions amending the Company's Articles of Association,
- 1 2 note that each director has received and reviewed the signed written resolutions of the members (the "Written Resolutions"),


**2 RESOLUTIONS**

AND HEREBY RESOLVE that

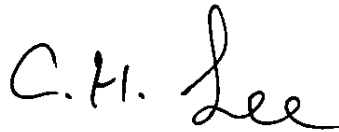
- 2 1 the matters contained in the Written Resolutions have been duly passed and that the record of the Written Resolutions be included in the minute book of the Company, and
- 2 2 the secretary of the Company be instructed to arrange for the following forms and documents to be filed with the Registrar of Companies
- (a) a copy of the Written Resolutions,
- (b) a copy of the revised Articles of Association of the Company adopted pursuant to the Written Resolutions

  
\_\_\_\_\_  
David James Hall

  
\_\_\_\_\_  
Sir David Charles Maurice Bell

  
\_\_\_\_\_  
James Anthony Boyd Joll

  
\_\_\_\_\_  
Alan Charles Miller



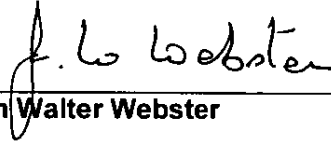
Christopher Hargreaves Lee



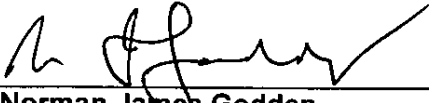
Christopher Frederick Penn



Rona Alison Fairhead



John Walter Webster



Norman James Godden