

Company number: 08671628

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

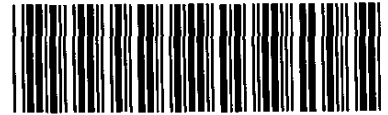
OF

HINDAWI LIMITED

(the "Company")

Circulated on 16 March 2021 (the "Circulation Date")

WEDNESDAY



AA0XH1KY

A13

24/03/2021

#217

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "Resolutions"):

SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, the Company's issued share capital comprising 10,994,097 ordinary shares (as detailed below) with a nominal value of US \$10,009,940.97 plus a total share premium of US\$15,999,998.40, be reduced to US \$10.00 as follows:
 - (a) the 10,000,000 ordinary shares of \$1.00 each held by John Wiley & Sons Limited ("JWSL") in the Company be reduced to 10 ordinary shares of US \$1.00 each;
 - (b) the 750,000 A1 ordinary shares of US \$0.01 each held by JWSL in the Company be cancelled and extinguished, and
 - (c) the 244,097 A2 ordinary shares of US \$0.01 each held by JWSL in the Company be cancelled and extinguished.
- 2 "THAT, the amount of US\$15,999,998.40 arising upon the reduction of capital pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company."

AGREEMENT

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

We, the undersigned, being the eligible members of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions.

Certified a true copy
of the original document
Signed... *Antonia Maphes*
Date... *23/3/2021*

SOLILIT
SRA
27940

Ursula D'Arcy

For and on behalf of
John Wiley & Sons Limited

Date: 16 March 2021

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date.
2. You can choose to agree to both of the Resolutions or neither of them but you cannot agree to only one of them. If you agree to both of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
3. If you do not agree to either of the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital, therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.