

Company No. 07699868

The Companies Act 2006
A Private Company Limited By Shares
Printed Copy of Written Resolutions
of

TEACHERS MEDIA INTERNATIONAL LIMITED (the "Company")

The following resolutions were duly passed on 21 August 2013 by way of written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

Ordinary Resolution.

1 Authority to allot

That, in accordance with section 551 of the Act, the directors be and are generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £252 60 and comprising 2,526 ordinary shares of £0 10 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date that is three months after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

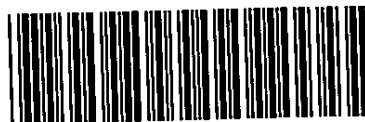
Special Resolution

2 Disapplication of pre-emption rights

That, subject to the passing of the resolution numbered 1 above and in accordance with section 570 of the Act, the directors be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £252 60 and comprising 2,526 ordinary shares of £0 10 each, and
- (b) expire on the date that is three months after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or

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might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by these Resolutions has expired

Signed

A handwritten signature in black ink, appearing to be 'M. R. H.', written over the word 'Director'.

Director

Date 21 August 2013