FAQ1: Where are my Cengage shares?

Your shares are currently held by Cengage’s transfer agent, Computershare Trust Company, N.A. in book form.

FAQ2: Who do I contact if I have any questions about my Cengage shares?

All questions concerning Cengage shares should be directed to our transfer agent, Computershare. Do not submit your questions directly to Cengage as this may result in a slower response to your questions. You should contact Computershare in the following manner:

**Telephone Inquiries**
1-800-736-3001 – US, Canada, and Puerto Rico
781-575-3100 – non-US

**Written Requests**
PO Box 505000
Louisville, KY, 40233-5000

**Overnight Deliveries**
462 South 4th Street
Suite 1600
Louisville, KY, 40202

**Online Inquiries:** [https://www-us.computershare.com/investor/Contact](https://www-us.computershare.com/investor/Contact)

**Via the web:** Individuals and trusts can manage their accounts online via Computershare’s secure Web-based shareholder tool at [www.computershare.com/investor](http://www.computershare.com/investor)

- View your account details and update account information
- Enroll in eDelivery to received shareholder communications electronically
FAQ3: How do I transfer my Cengage shares?

Any transfer of Cengage shares must comply with applicable federal, state and foreign securities laws as well as the Cengage Learning Shareholder Agreement dated as of March 31, 2014 as may be amended from time to time (the “Shareholder Agreement”), located here. All Cengage shareholders who wish to transfer part or all of their Cengage shares, must request to do so by:

1. Completing an Irrevocable Stock Power form (a “Stock Power”). If you need a Stock Power, you should call Computershare at 1-800-736-3001 (US, Canada, Puerto Rico) or 781-575-3100 (non-US) and one will be mailed to you.

2. Delivering your executed Stock Power with original signature AND a medallion guarantee stamp to Computershare at either of Computershare’s mailing addresses listed in FAQ1, above. Do not submit documents by email or facsimile.

3. Delivering a copy of your executed Stock Power to Cengage at Cengage Learning, 200 Pier Four Boulevard, Suite 400, Boston, MA 02210 (Attention: General Counsel), together with the joinder to the Shareholder Agreement, located here, which must be executed by the transferee. Do not submit documents by email or facsimile.

FAQ4: What if I am not an initial holder of Cengage shares? Do I need to produce other documents in connection with a request to transfer my Cengage shares?

If you are one of the original parties to the Shareholder Agreement and the initial holder of Cengage shares pursuant to the Debtors’ Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (otherwise known as “the Plan”) and located at www.cengage.com/investor), you do not have to produce any documents other than those described in response to FAQ3, above. However, under the Shareholder Agreement, Cengage may require the following information from all other Cengage shareholders who request to transfer part or all of their Cengage shares:

Legal Opinion – a written legal opinion of legal counsel in form and substance reasonably satisfactory to Cengage to the effect that the proposed transfer may be effected without registration under the Securities Act of 1933 or any applicable federal, state or foreign securities laws; and

Other Compliance-related Information - other information needed to determine that the proposed transfer will be made in compliance with the Shareholder Agreement (including information used to determine whether the proposed transferee is an accredited investor).
FAQ5: What information about Cengage may I share with a prospective investor or potential transferee interested in acquiring Cengage shares?

Prospective investors and potential transferees should be directed to the Cengage website (www.cengage.com/investor). You may **not** share any material non-public information about or related to Cengage.

**Material Information** – Information about Cengage Learning is “material” if it reasonably would be expected to:

- Result in a significant change in the market price or value of any Cengage Learning securities.
- Have a significant influence on a reasonable investor’s investment decisions.

**Nonpublic Information** – “Nonpublic” information is information that is not generally known or available to the investing public, either through a press release, Web posting, securities filing, distribution to shareholders or widely reported media coverage. The circulation of rumors, or “talk on the street,” even if accurate, is not considered public disclosure.

If you have questions, you can contact Cengage by email at Compliance@Cengage.com.

FAQ6: How will I know whether my request to transfer my Cengage shares has been completed?

Computershare will mail a separate statement of holding to each of the transferee and the transferor, specifying the number of shares held, once the transfer is complete. If you have not received this information within ten business days of your request and submission of all documents required to transfer Cengage shares, you should contact Computershare directly.

FAQ7: What are my registration rights with respect to my Cengage shares?

Registration rights with respect to Cengage common stock are governed by the Registration Rights Agreement dated as of March 31, 2014 as may be amended from time to time (the “Registration Rights Agreement”), located here. The Registration Rights Agreement sets forth the registration rights and obligations of each of the initial holders of Cengage shares pursuant to the Plan and each new Cengage shareholder who elects to become a party to the Registration Rights Agreement.
FAQ8: How do I become a party to the Registration Rights Agreement if I am a new Cengage shareholder (i.e., not one of the initial shareholders pursuant to the Plan)?

New Cengage shareholders may become a party to the Registration Rights Agreement by executing the Form of Joinder to the Registration Rights Agreement, located here, and delivering it to Cengage at Cengage Learning, 20 Channel Center Street, Boston, MA 02210 (Attention: General Counsel). Your joinder to the Registration Rights Agreement is not the same as your joinder to the Shareholder Agreement. For your convenience, you may submit your joinder to the Registration Rights Agreement to Cengage together with your submissions for becoming a party to the Shareholder Agreement.

More information can be found at www.cengage.com/investor.