CENGAGE LEARNING HOLDINGS II, INC.
20 Channel Center Street
Boston, Massachusetts 02210

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 15, 2018, Jamison Ely submitted his resignation from the Board of Directors and as a member and Chairman of the Compensation Committee of Cengage Learning Holdings II, Inc. (the “Company”). In accordance with its rights under the Company’s Shareholder Agreement, KKR designated Kermit Cook to replace Mr. Ely. Subsequent to receiving notice of Mr. Ely’s resignation and KKR’s designation of Mr. Cook as the replacement director, as of February 5, 2018, the Company’s Board of Directors elected Mr. Cook to (i) serve as a director for the remainder of the three-year term and until his successor has been elected and qualified or until the earlier of his resignation, removal, or death and (ii) serve as a member and Chairman of the Company’s Compensation Committee until the next annual meeting of the Board of Directors and until his successor has been elected and qualified or until the earlier of his resignation, removal, or death.

About Cengage

Cengage is the education and technology company built for learners. The company serves the higher education, K-12, professional, library and workforce training markets worldwide. Cengage creates learning experiences that build confidence and momentum toward the future students want. The company is headquartered in Boston, MA with an office hub in San Francisco. Employees reside in nearly 40 countries with sales in more than 125 countries around the world. Visit us at www.cengage.com or find us on Facebook or Twitter.