CURRENT REPORT
Pursuant to the Company Shareholder Agreement, dated as of March 31, 2014
and consistent with Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: September 23, 2015

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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. has completed its program to repurchase shares of the
Company’s outstanding common stock, par value $0.01 per share, for an aggregate purchase
price of $25,000,000. This program was publicly announced on August 27, 2015. The Company
purchased 942,684 shares for an average price per share of $26.52. All shares of the Company’s
common stock repurchased pursuant to this program are returned to the status of authorized but
unissued shares, leaving 75,029,304 shares of the Company’s common stock issued and
outstanding.

This is the third share repurchase program completed by the Company in recent months. In each
case, the Company was authorized to and did purchase $25 million of its common stock issued
and outstanding. The first program was completed in March 2015 and resulted in the repurchase
of 1,111,111 shares for an average price of approximately $22.52 per share. In the second
program, completed in August 2015, the Company repurchased 916,882 shares for an average
price of approximately $27.27 per share.

About Cengage Learning
Cengage Learning is a leading educational content, technology, and services company for the
higher education and K-12, professional and library markets worldwide. The company provides
superior content, personalized services and course-driven digital solutions that accelerate student
engagement and transform the learning experience. Cengage Learning is headquartered in
Boston, MA with an office hub located in San Francisco, CA. Cengage Learning employees
reside in nearly 40 different countries with company sales in more than 125 countries around the