



ACCESS CERTIFICATION FORM

TO: McGraw-Hill Education, Inc. (the “Company”)
1325 Avenue of the Americas
New York, NY 10019
Attn: Chesca Dizon
Email: investor.relations@mheducation.com

Ladies and Gentlemen:

The undersigned hereby represents and warrants to the Company as follows (please check one of the boxes below):

- It is the beneficial owner, or is acting on behalf of a beneficial owner, of the Company’s 8.000% Senior Notes Due 2029 (the “Notes”) in the following amount: \$_____.
- It is a prospective investor of the Notes that is (i) a “qualified institutional buyer” as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or (ii) not a “U.S. person” as contemplated by Rule 903(a)(1) of Regulation S under the Securities Act.
- It is a prospective transferee of the Notes that is an institutional “accredited investor” as defined in Rule 501(a)(1), (2), (3) or (7) under Regulation D promulgated under the Securities Act.
- It is a securities analyst who regularly covers or intends to cover the Notes.
- It is a market maker and is affiliated with an initial purchaser of the Notes.

The undersigned understands that it is providing the information contained herein solely for purposes of enabling the Company to determine whether the undersigned should receive access to the password-protected online data system (the “Secured System”) on which the Company provides annual and quarterly reports and certain other information relating to its business, in accordance with the indenture relating to the Notes. The undersigned also understands that the Company expressly reserves the right to deny access to any person at their discretion if the Company is not satisfied that such person meets the stated requirements.

The undersigned acknowledges and agrees that (i) it will treat all reports (and the information contained therein) and any other information accessed or derived from the Secured System as confidential, (ii) it will not use any such reports (and the information contained therein) and any such other information accessed or derived from the Secured System for any purpose other than its investment or potential investment in the Notes, (iii) it will not publicly disclose any such reports (and the information contained therein) and any such other information accessed or derived from the Secured System, (iv) neither it, nor its affiliates, is principally engaged in, or derives a significant portion of its revenue from operating, a business that is the same as, or reasonably related, ancillary or complementary to, any of the businesses in which the Company and/or its subsidiaries are engaged and (v) it will notify the Company if any of the representations in this Access Certification Form cease to be correct.

Very truly yours,

Dated: _____

By: _____
(Signature)

Institution: _____

City/State/Zip Code: _____

Address: _____

Country: _____

Name: _____

Title: _____

Phone: _____

Fax: _____

Email: _____