

Company number: 00027136

THE COMPANIES ACT 1985 (as amended)

Company limited by shares

RESOLUTIONS

of

TRIBUNE TRUST PLC

At an Extraordinary General Meeting of the above-named Company duly convened and held on 10.30 a.m. on Tuesday 14 March 2006 at One Bunhill Row, London EC1Y 8YY the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as extraordinary resolutions.

SPECIAL RESOLUTION

1. **THAT**, subject to the fulfilment of the conditions (other than the passing of this resolution) set out in paragraph 12 of the scheme (the "**Scheme**") contained in Part III of the circular, dated 8 February 2006, to Shareholders of the Company, a copy of which has been laid before this meeting and signed by the Chairman of the meeting:
 - (A) the Company be wound up voluntarily and Richard Setchim and Ian Oakley Smith, both of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT, be and are hereby appointed, jointly and severally, liquidators of the Company (the "**Liquidators**") for the purpose of such winding up; and
 - (B) the remuneration of the Liquidators be fixed on the basis of time spent by them and members of their staff in attending to matters arising prior to and during the winding up of the Company and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme.

EXTRAORDINARY RESOLUTION

2. **THAT**, subject to the passing of resolution 1 above, the Liquidators be authorised to divide all or any part of the assets of the Company in specie as they shall think fit amongst the members of the Company or any of them and for this purpose to value any such assets.



EXTRAORDINARY RESOLUTION

3. **THAT**, subject to the passing of resolution 1 above, the Liquidators (as defined in that resolution) be and are hereby authorised, pursuant to section 165 of the Insolvency Act 1986, to exercise the powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgement, acting jointly and severally, to give effect to the Scheme (as defined in that resolution).

C. G. Ashman

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Chairman