

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

IPC MAGAZINES LTD
(the "Company")

(Passed on 9 October 1998)

We, the undersigned being all the members of the Company having the right to attend and vote at General Meetings of the Company approve the passing of the Resolutions set out below under the provisions of the Company's articles of association to the effect that such resolutions shall be deemed to be effective as if they had been passed as special resolutions at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. THAT the terms of and the transactions contemplated by, and the execution, delivery and performance by the Company of the following:
 - (a) a facility agreement (the "Third Supplemental Senior Facility Agreement") supplementing and restating a senior facilities agreement originally dated 5 January 1998 as amended and restated on 16 January, 1998 and 13 April, 1998 and entered into between, inter alia, IPC Magazines (UK) Limited, Goldman Sachs International as Arranger and Syndication Agent and Goldman Sachs Credit Partners L.P. as Original Bank;
 - (b) a priority agreement (the "Supplemental Priority Agreement") supplemental to a priority agreement dated 5 January, 1998 as amended and restated on 14 April, 1998 and entered into between, inter alia, IPC Magazines (UK) Limited, ("IPC") certain subsidiaries and holding companies of IPC, Goldman Sachs International as Syndication Agent, Barclays Bank PLC as Facility Agent and Cinven Limited as Equity Investors' Agent; and
 - (c) a debenture (the "Supplemental Debenture") supplemental to a debenture dated 19 January, 1998 as amended on 22 April, 1998 and entered into between IPC Magazines (UK) Limited and Barclays Bank PLC as Security Agent for each of the Lenders;

be and are hereby approved.

(The Third Supplemental Senior Facility Agreement, the Supplemental Priority Agreement and the Supplemental Debenture together being referred to as the "Finance Documents").

2. THAT the terms of and the transactions contemplated by and the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Finance Documents is in the best interests of the Company.


IPC MAGAZINE HOLDINGS LIMITED

