

Registered Number: 001678250

NORTH WALES NEWSPAPERS LIMITED

THE COMPANIES ACTS 1908 TO 1989

We, the undersigned, being the only members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, pass by writing the following resolution as a special resolution pursuant to the articles of association, regulation 53 of Table A and all other powers in that behalf and agree that such resolution shall be for all purposes as valid and effect as if the same had been passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT, the Company shall purchase all of its preference shares off market from Mr. Russell W.G. Whitehair in the manner and on the terms and for the consideration as appears from the agreement intended to be made in the form attached to this resolution and approved:

D.R. Thomas

26/4/03.

.....
D.R. Thomas

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For and on behalf of Yattendon

.....
For and on behalf of ELT 61 Trust ELTS

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For and on behalf of ELT 61 Trust ELTE

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For and on behalf of ELT 61 Trust ELT P



NORTH WALES NEWSPAPERS LIMITED

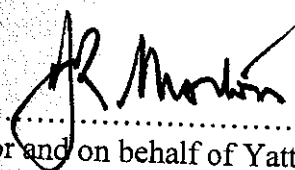
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.....
D.R. Thomas


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For and on behalf of Yattendon Investment Trust plc

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For and on behalf of ELT 61 Trust ELTS

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For and on behalf of ELT 61 Trust ELTE

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For and on behalf of ELT 61 Trust ELT P

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.....
D.R. Thomas

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For and on behalf of Yattendon

 215103

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For and on behalf of ELT 61 Trust ELTS

 215103

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For and on behalf of ELT 61 Trust ELTE

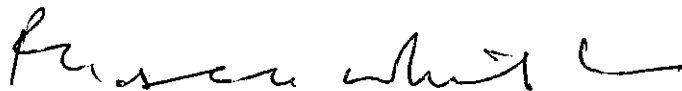
 215103

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For and on behalf of ELT 61 Trust ELT P



215103

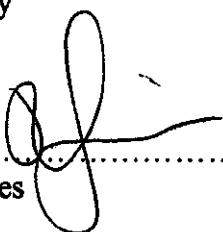
For and on behalf of ELT 61 Trust (Non Specific)



215103

For and on behalf of Miss N.P. Thomas 75 Settlement Trust

N. Bayley



215103

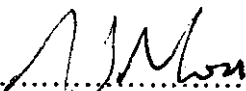
H.R. Jones

N. P. Woodward

215103

N.P. Woodward

For and on behalf of N.G. Thomas Grandchildren Trust



215103

A.J. Moss



214103

Julie Moss

Dated

27.4.

2003

FROM:BEREALTYCB

FAX NO. :2077833848

Jun. 23 2003 12:32PM P2

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For and on behalf of ELT 61 Trust (Non Specific)

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For and on behalf of Miss N.P. Thomas 75 Settlement Trust

Nancy Bayley
.....
N. Bayley

.....
H.R. Jones

.....
N.P. Woodward

.....
For and on behalf of N.G. Thomas Grandchildren Trust

.....
A.J. Moss

.....
Julie Moss

Dated

2003

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For and on behalf of ELT 61 Trust (Non Specific)

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For and on behalf of Miss N.P. Thomas 75 Settlement Trust

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N. Bayley

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H.R. Jones

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N.P. Woodward

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* For and on behalf of N.G. Thomas Grandchildren Trust

Enthus 2614103

.....
A.J. Moss

.....
Julie Moss

Dated

2003