

Company No: 983376

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF
INDEPENDENT NEWS & MEDIA (UK) LTD

Passed on 28 July 2000

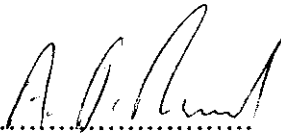
At an extraordinary general meeting of the members of the Company duly convened and held at One Canada Square, Canary Wharf, London E14 on 28 July 2000 the following resolutions were duly passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the company be increased from £80,000,000 to £227,000,000 by the creation of a further 147,000,000 ordinary shares of £1 each to form a single class of shares with the existing ordinary shares of the company.
2. (i) THAT the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of £147,000,000 (subject to this figure not exceeding the amount of the authorised share capital of the company remaining unissued at the relevant time) to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) during the period expiring at the end of five years from the date of the passing of this Resolution, this authority being in addition to any part of pre-existing authorisation not already exercised, and



(ii) the company may at any time prior to the expiration of the authority under (i) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiration of such authority.



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Secretary