

1370287

**INDEPENDENT NEWSPAPERS (PUBLISHING) LIMITED**

**SHAREHOLDER**

**UNANIMOUS WRITTEN RESOLUTION**

The undersigned, being a Shareholder of Independent Newspapers (Publishing) Limited a company incorporated in the United Kingdom ("the Company"), pursuant to Article 12 of the Company's Articles of Association, **HEREBY ADOPTS** the resolution set out below.

This Unanimous Written Resolution may be executed in counterparts, and a copy shall be inserted in the Company's Minute Book. Any action taken herein shall be of the same force and effect as if adopted at a duly convened general meeting of the Company.

**HEADING**

IT IS HEREBY RESOLVED that Article 7(B) of the Articles of Association of the Company be deleted and replaced with the following:

"7(B) Save as otherwise provided in these Articles the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer or transmission of shares, whether fully paid or not. Regulation 24 of Table A shall not apply. Notwithstanding the above, the Directors of the Company may not refuse to register the transfer of any share in the Company, including a transfer of shares over which the Company has a lien, where the transfer to be registered is to the person(s) acting as security agent and/or security trustee for and on behalf of a bank, or banks, or other lenders, or noteholders, or to the person(s) acting as the nominee(s), agent(s) or purchaser(s) of such security agent or security trustee, provided that, on the terms of any relevant security document or deed, the security agent or security trustee is entitled to enforce the same and become registered as the owner of any such share."

**Shareholder**

*A. G. R.*

**Date**

9/08/01

For and on behalf of  
Independent News & Media (UK) Limited  
Authorised Signatory

**Shareholder**

**Date**

For and on behalf of  
Liam Healy



02070053801

**INDEPENDENT NEWSPAPERS (PUBLISHING) LIMITED****SHAREHOLDER****UNANIMOUS WRITTEN RESOLUTION**

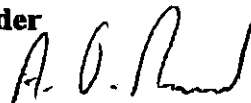
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**Shareholder****Date**9/08/01

For and on behalf of  
Independent News & Media (UK) Limited  
Authorised Signatory

**Shareholder****Date**10/8/2001

For and on behalf of  
Liam Healy