

Company No: 1984132

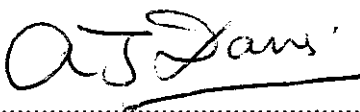
THE COMPANIES ACTS 1985 - 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
TELEGRAPH PUBLISHING LIMITED ("the Company")

We the undersigned being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **HEREBY PASS** the following resolution as a special resolution and confirm that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Special Resolution

THAT the Articles of Association of the Company be amended with immediate effect by the deletion of the present Article 3 and its replacement by :-

3. Clause 8 in Table A shall not apply to the Company. The Company shall not have any lien on any share in the capital of the Company whether for any monies payable to the Company or otherwise.


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Signed by:

A J DAVIES

For and on behalf of Telegraph Group Limited

Date: 13 December 2002

