

**G****COMPANIES FORM No. 123****Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

*Please complete  
legibly, preferably  
in black type, or  
bold block lettering*To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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**3095320**

Name of company

\* insert full name  
of company**\* METROPOLITAN NEW MEDIA LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 14 OCTOBER 1997 the nominal capital of the company has been  
increased by £ 3,499,000 beyond the registered capital of £ 1,000.

† the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows :

Please tick here if  
continued overleaf☐

Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation †

*Company Secretary*

Date

*20/1/98*Presentor's name address and  
reference (if any) :For official Use  
General Section

Barcode		
A02	*AJBR0814*	462
COMPANIES HOUSE 20/07/98		
COMPANIES HOUSE 27/06/98		

(FINAL)  
MNML/EGM.I.M

(Registered in England and Wales No: 3095320)



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**Minutes of the EXTRAORDINARY GENERAL MEETING of Metropolitan New Media Ltd  
held in the New Board Room, Calcutta House on Tuesday 14 October 1997**

**Present:** Professor R C Floud as corporate representative of London Guildhall University (Chair), Mr P M Weaver.

**In attendance:** Mr A Bailey, Mr J M Goodswen, Ms J Grinstead (Company Secretary), Mr J Hancock, Dr D Hopkin, Mr P Revell-Smith, Mr H van Beinum.

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1 It was **RESOLVED**:

THAT the notice period for the Extraordinary General Meeting be and is hereby waived.

2 It was **RESOLVED** as an ordinary resolution:

THAT the share capital of the Company be and is hereby increased to £3,500,000 by the creation of an additional £3,499,000 ordinary shares of £1 each identical to and ranking pari passu with the existing ordinary shares of £1 each in the capital of the Company.

3 It was **RESOLVED** as an ordinary resolution:

THAT the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the 'Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £3,499,998 (excluding all allotments made prior to the date of this resolution). This authority shall expire five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority contained in the Company's Memorandum and Articles of Association or pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

4 It was **RESOLVED** as a special resolution:

THAT Article 2(b) of the Articles of Association of the Company should not apply to any allotment of shares in the capital of the Company pursuant to the authority conferred by the resolution numbered 3 prior to its expiry five years from the date of such resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

acreg\mnml\extgm1m

A handwritten signature in black ink, appearing to read 'R. S. Brown', is written over a horizontal dotted line.

Chairman