

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

THE MIDLAND NEWS ASSOCIATION HOLDINGS LIMITED

(a company registered in England no 03194494)

("the Company")

WRITTEN RESOLUTIONS

OF

THE SOLE MEMBER

Circulation Date: 20/12/2012

Date Passed: 21/12/2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**the Act**", the directors of the Company propose that the resolutions numbered 1 and 3 below are hereby passed as ordinary resolutions and the resolution numbered 2 below is hereby passed as a special resolution (together "**the Resolutions**")

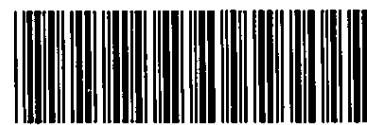
ORDINARY RESOLUTION

1. That, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £280,649 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years following the date on which this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

SPECIAL RESOLUTION

2. That pursuant to the authority granted in accordance with section 551 of the act by resolution 1 above, and in accordance with article 2 of the articles, the pre-emption provisions of article 2 of the articles and any other provision of pre-emption under the act, shall not apply to the issue of 280,649 ordinary shares of £1 each in the capital of the company, pursuant to, or as contemplated by, capitalisation agreement relating to the company to be entered into on or around the date of these Resolutions.

ORDINARY RESOLUTION



3. That the articles of association of the Company be and hereby are amended by the adoption of article 36 of the model articles of association for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008

AGREEMENT TO WRITTEN RESOLUTIONS

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions


Signed for and on behalf of
**THE MIDLAND NEWS
ASSOCIATION LIMITED**

21 December 2012 .
Date of signature

NOTES

- 1 If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company's solicitors, SGH Martineau LLP, at No 1 Colmore Square, Birmingham B4 6AA

If you do not agree to the Resolutions you need not do anything You will not be deemed to agree if you fail to respond
- 2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement
- 3 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolutions to be passed they will lapse