

No. **00094531**

The Companies Act 1985

- and -

The Companies Act 2006

COMPANY LIMITED BY SHARES

GUARDIAN MEDIA GROUP PLC

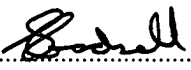
SPECIAL RESOLUTION

Passed 6 July 2020

The following resolution was duly passed on 6 July 2020 by a show of hands at the general meeting under Chapter 2 of Part 13 of the Companies Act 2006:

RESOLUTION

That the Articles of Association of the Company be amended and restated in the form set out in the Appendix and adopted by special resolution, in substitution for and to the exclusion of the current articles of association of the Company, including all provisions deemed to be part of the articles of association by virtue of section 28 of the Companies Act 2006 and paragraph 42 of schedule 2 to The Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008.


.....
Stephen Godsell
Company Secretary

16/7/2020
.....
Date

