

THE COMPANIES ACT 1985

168660

WRITTEN RESOLUTIONS

of the

MEMBERS

of

**STRADBROOK HOLDINGS LIMITED (the Company)**

Pursuant to Regulation 53 of Table A of The Companies (Tables A to F) Regulations 1985 forming part of the Articles of Association of the Company and section 4 of the Companies Act 1985

We, being all of the members for the time being entitled to attend and vote at a general meeting of the Company HEREBY RESOLVE as follows

**SPECIAL RESOLUTIONS**

- 1 That the Memorandum of Association of the Company be altered by the insertion after Clause 3 (xx) of the following new Clauses 3 (xxi) and (xxii) and the renumbering of all Clauses thereafter accordingly -

"(xxi) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business and to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or any holding company of the Company or for the purpose of reducing a liability incurred by any person for the purpose of such an acquisition subject to the provisions of Section 155 of the Companies Act 1985

(xxii) To hedge interest rate liabilities and/or any foreign exchange rate fluctuations in relation to any borrowing of the Company and to enter into any master agreement, confirmation, schedule or other agreement for the purpose of hedging such interest rate liabilities and/or any foreign exchange rate fluctuations upon such terms as the Company may approve "

- 2 That the Articles of Association of the Company be and are hereby altered by the deletion of the existing article 3 and replacement therewith by the following text

**"3. Transfer of Shares**

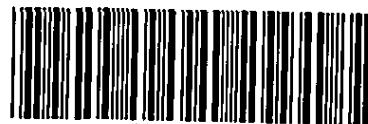
3 1 Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer -

3 1 1 is to the bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or

3 1 2 is delivered to the Company for registration by a Secured Institution or is nominee in order to register the Secured Institution as legal owner of the shares, or

3 1 3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

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and furthermore, notwithstanding anything to the contrary contained in these Articles or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "Relevant Person"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Articles or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation unless not less than 45 days' written notice thereof shall have been given to any such Secured Institution by the Company and Regulation 24 shall be modified accordingly.

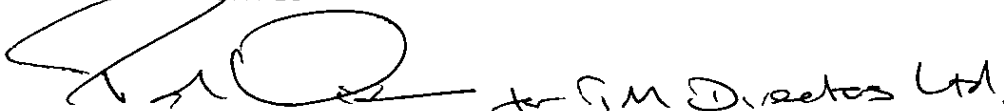
3.2 Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (not being a fully paid share) called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security."

DATED 1 October 2007

SIGNED by the following being together all of the members entitled to attend and vote on the resolution at a general meeting (or being bodies corporate by their duly authorised representatives)



TRINITY MIRROR PLC



MIRROR GROUP GUARANTEE CO LIMITED