

No 00168660

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

MIRROR GROUP LIMITED  
(the "Company")

(Passed *14 MAY* 2007)

WEDNESDAY




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In accordance with section 381A Companies Act 1985 the following Resolution was agreed to and was duly passed on *14* May 2007 as an Ordinary Resolution

**Ordinary Resolution**

- 1 THAT in accordance with the Company's Articles of Association which incorporate Regulation 34 of Table A in The Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 1985)
- (a) the share capital of the Company be reduced by cancelling and extinguishing 457,819,273 issued Ordinary Shares of 25p each,
  - (b) in addition to the reduction described in (a), to the extent that the Company has any undistributable reserves at 15 June 2007 (the "**Undistributable Reserves**"), such Undistributable Reserves be capitalised in paying up additional ordinary shares of 0 25 pence each in the Company (the "**Capitalisation Shares**"),
  - (c) the share capital of the Company be reduced by the cancellation of all of the Capitalisation Shares, and
  - (d) the whole of the amount standing to the credit of the share premium account of the Company as at the date hereof amounting to £259,572,000 be cancelled and

extinguished

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a series of loops and a horizontal line at the end.

[Chairman/Director]