The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

## JONATHAN CAPE LIMITED

At an ORDINARY GENERAL MEETING of the above named company, duly convened and held at Random House, 20 Vauxhall Bridge Road, London SW1 on the 30th day of April 1996 the following resolution was duly passed:

"That the company, being a dormant company within the meaning of section 250 of the Companies Act 1985 and thereby entitled to the exemption from the requirement to appoint auditors under section 384 of the Companies Act 1985, excludes section 384 of the Companies Act 1985 from applying to the company".

RL SMITH Secretary

MALL

