

ELECTIVE RESOLUTION

of

FERN HOLLOW PRODUCTIONS LIMITED

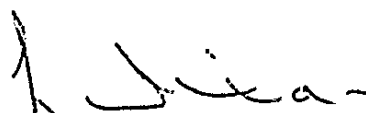
Pursuant to Section 381A of the Companies Act 1985, we, the undersigned, being all the members of the company, who at the date of this resolution are entitled to attend and vote at a General Meeting of the company, hereby RESOLVE

that (A) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.

(B) The company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those sections shall have effect in relation to the company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

Dated this 20th day of May 1996.

  
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for and on behalf of IPC Holdings Limited

  
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for and on behalf of International Publishing Corporation Limited

  
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for and on behalf of Reed Nominees Limited

