

Company No. 451593

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

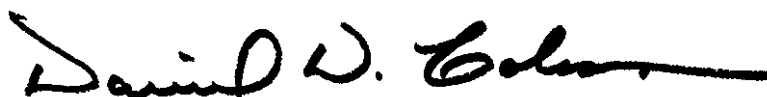
TELEGRAPH GROUP LIMITED

At an extraordinary general meeting of the Company held at 1 Canada Square, Canary Wharf, London E14 5DT on 5 August 1996 the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT the directors of the Company be unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot the new "C" Ordinary Shares of 10p each created pursuant to special resolution 8 provided that:

- (a) the maximum aggregate nominal value of the "C" Ordinary Shares of 10p each which may be allotted is the aggregate nominal value of the new "C" Ordinary Shares so created;
- (b) this authority shall expire on 31 December 1997.



CHAIRMAN

