Company number 486147

Written Resolutions

of

Messenger Newspapers Group Limited

On 3 November 2014, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company

Ordinary Resolutions

1) **THAT** the directors of the Company be given powers pursuant to s175 of the Act to authorise any matter which would, if not so authorised, involve a breach of directors duty to avoid actual or potential conflicts of interest, and

2) **THAT** the directors be given powers pursuant to s550 of the Act to allot shares in the Company, or grant rights to subscribe for or to convert any security into such shares

Special Resolution

THAT the Model Articles for a Private Company Limited By Shares as at 28 April 2013, as circulated with this written resolution, be adopted in their entirety as the articles of association of the Company in substitution for, and to the exclusion of the Company's existing articles of association (including all provisions treated as provisions of the Company's articles of association by virtue of section 28 of the Act or paragraph 42 of schedule 2 to The Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008)

I certify this to be a true copy

M Watson
Representing RE Secretaries Limited

WEDNESDAY
L3NFA876
LD3 24/12/2014 #161
COMPANIES HOUSE