

THE COMPANIES ACTS 1948, 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION OF ALL THE MEMBERS

of

HODDER & STOUGHTON LIMITED

Passed on *26th July* 1993

At an Extraordinary General Meeting of the Company duly convened and held at *47, Bedford Square, London, W1* on *26th July* 1993 the following resolutions were duly passed as Special Resolutions:

RESOLUTION OF ALL THE MEMBERS

THAT the Company shall have power to enter into:

- (a) a guarantee and debenture ("the Guarantee and Debenture") to be made between (1) the Company and others and (2) The Governor and Company of the Bank of Scotland ("Bank of Scotland") as Security Trustee (as defined in the Guarantee and Debenture);
- (b) a working capital facility letter to be sent by Bank of Scotland to the Company and others ("the Working Capital Facility Letter"); and
- (c) a letter of offset ("the Letter of Offset") to be sent by the Company to Bank of Scotland,

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(copies of the latest drafts of each of such documents having been produced to the meeting), and that the form of the Guarantee and Debenture, the Working Capital Facility Letter and the Letter of Offset are approved, subject to any amendments as any director may think fit.

.....*W. J. H.*.....
Chairman.