

Company Number: 715143

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION  
OF  
GWR GROUP PLC

Passed on 9 April 1996



At an extraordinary general meeting of the above-named company duly convened and held at 25-31 Moorgate, London EC2R 6AR on 9th April 1996 the following resolution was duly passed as an ordinary resolution.

ORDINARY RESOLUTION

1. THAT:-

- (A) the proposed acquisition by the Company of ordinary shares of 25p each in East Anglian Radio PLC ("East Anglian Radio") from a subsidiary of Daily Mail & General Trust plc (a substantial shareholder in the Company) pursuant to the offer on behalf of the Company (including any revision or extension thereof) to acquire the whole of the issued ordinary share capital of East Anglian Radio (or any part thereof) contained in the offer document issued by Hambros Bank Limited dated 22 March 1996 addressed inter alia to shareholders of East Anglian Radio ("the Offer Document") and described in the circular to shareholders of the Company dated 22 March 1996 and in a document dated 22 March 1996 comprising a prospectus and listing particulars in relation to the Company be and is hereby approved; and
- (B) conditional upon the offer referred to in paragraph (A) of this resolution becoming or being declared unconditional in all respects (other than as regards the fulfilment of conditions (ii) and (iii) of Part A of Appendix 1 to the Offer Document) :-

- (i) the authorised share capital of the Company be increased by £835,000 to £5,500,000 by the creation of an additional 16,700,000 ordinary shares of 5p each; and
- (ii) the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") (references to which include any modification or re-enactment thereof for the time being in force) during the period commencing on the date this resolution is passed and ending on the date of the annual general meeting of the Company to be held in 1997 or, if earlier, on 8th July, 1997 to exercise all the powers of the Company to allot relevant securities and to make any offer or agreement which would or might require such securities to be allotted after that date and to implement the same provided that:-
  - (a) the aggregate nominal amount of the relevant securities allotted under this authority shall not exceed £835,000; and
  - (b) this authority is in addition and without prejudice to any other authority to allot relevant securities granted to the directors prior to the date on which this resolution is passed.

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Chairman