

Company No: 843946

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

SPECIAL RESOLUTION
OF
READERS UNION LIMITED

Passed the 21 day of January 1997

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

THAT the objects clause contained in Clause 3 of the Memorandum of Association of the Company be and is hereby amended by the insertion immediately following existing Clause 3(j) of the following additional Clauses numbered 3(K) and 3(L) in the following form:

"3(K) To give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person including (without prejudice to the generality of the foregoing) any holding or subsidiary or fellow subsidiary company of the Company and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its incalled capital, the giving of any such guarantee as aforesaid.

3(L) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provision shall be applicable), to give whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act".

and that the existing Clauses 3(K) and 3(L) and subsequent sub-clauses of Clause 3 be renumbered accordingly.

Signed (Chairman)

MRL/158/RA

