

No 908396

The Companies Act 1948

- and -

The Companies Act 2006

Private Company Limited by Shares

GUARDIAN NEWS & MEDIA LIMITED

FRIDAY



A246PN2G

A41

15/03/2013

#122

COMPANIES HOUSE

RESOLUTIONS IN WRITING OF THE MEMBERS

Passed

7/3/2013

The Company is a private company formed and registered under the Companies Act 1985 before 1 October 2009 and as such, is required to pass an ordinary resolution to take the benefit of section 550 of the Companies Act 2006 which provides that the directors of a private company with one class of shares are not required to seek prior authority from members to allot shares in the Company.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed, in the case of resolution 1 as an ordinary resolution and in the case of resolutions 2 and 3 special resolutions.

ORDINARY RESOLUTION

- 1 THAT the directors of the Company be authorised to allot shares in the Company, or to grant rights to subscribe for, or to convert any security into, shares in the Company pursuant to section 550 of the Companies Act 2006 as a private company with one class of share

SPECIAL RESOLUTIONS

- 2 THAT the articles of association of the Company (the "Articles") be amended
- 2 1 by deleting the following paragraph of the Company's memorandum of association.

"5. The Company's share capital is £100 divided into 100 shares of £1 each."

which, by virtue of section 28 of the Companies Act 2006, is to be treated as a provision of the Articles; and

- 2 2 by deleting Article 7 and Articles 47 to 50 (inclusive) of the Articles

Circulation date: 7 March 2013 (the "Circulation Date")

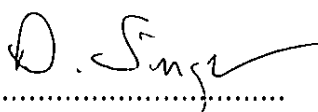
Please read the accompanying notes before signifying your agreement to any of the resolutions.

We the undersigned, being the sole member of the Company entitled on to vote on the resolutions set out above at the Circulation Date, hereby irrevocably agree to the said resolutions

Signature

Number and class of
shares held

Date


.....
Director
for and on behalf of
Guardian News & Media (Holdings)
Limited

400,000,000 ordinary
shares of £1 each

7 March 2013

Notes:

- 1 If you agree with the resolutions above, please sign and date this document where indicated above and return it to the Company using one of the following methods
 - By Hand to the Company at PO Box 68164, Kings Place, 90 York Way, London N1P 2AP marked "For the attention of the Company Secretary", OR
 - By Post to the Company at PO Box 68164, Kings Place, 90 York Way, London N1P 2AP marked "For the attention of the Company Secretary"
- If you do not agree to the resolutions above, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 The resolutions will lapse unless, within 28 days of the Circulation Date, the required majority of members have signified their agreement to them For your agreement to the resolutions to be valid, it must be received by the Company on or before that date
- 4 In the case of joint holders of shares, only one need sign The vote of the senior holder who tenders a vote will alone be counted by the Company and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of joint holdings
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document
- 6 As at the date of circulation of this resolution the issued share capital of the Company comprises

| Share Class | No of shares in issue |
|-----------------|-----------------------|
| Ordinary shares | 400,000,000 |

Pursuant to section 502(1) Companies Act 2006 in the case of a private company, if the Company has auditors, the auditors are entitled to receive all communications relating to written resolutions as are required to be provided to a member of the company.