

Company No. 954009

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTION**

- of -

**THE RANDOM HOUSE GROUP LIMITED**

Passed on *10 May* 2001

We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote and general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

**SPECIAL RESOLUTION**

THAT the share premium account of the Company be reduced by £50,830,786.

*Mark Gortimer*

BERTELSMANN UK LIMITED

