

Company Number 966900

The Companies Act 1985 (as amended by the Companies Act 1989)
Private Company Limited by Shares
Written Resolutions
of
DE AGOSTINI UK LIMITED

We, the persons whose names and signatures appear below, being all of the Shareholders of the Company entitled to attend and vote at any general meeting of the Company hereby resolve upon the following ordinary resolutions and agree that they shall be as valid and effectual as if passed as ordinary resolutions at a general meeting of the Company duly convened and held.

1. That the authorised share capital of the Company be increased to £20,120,000 by the creation of 5,000,000 additional redeemable shares of £1 each ranking pari passu in all respects with the existing redeemable shares.
2. That upon the recommendation of the Directors, the loan of £2,940,000 owed by the Company to its parent company De Agostini UK Holding Limited be satisfied by the issue of 2,940,000 Redeemable Shares of £1 each in the share capital of the Company which shall be allotted and credited as fully paid up to De Agostini UK Holding Limited.
3. That the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £20,120,000 provided that this authority shall expire on the date 5 years after the passing of this Resolution.

We confirm that this written resolution is passed in accordance with Regulation 53 of Table A to the Companies Act 1985 which is embodied in the Articles of Association of the Company.

SIGNATURE:



Director

for and on behalf of

DE AGOSTINI UK HOLDING LIMITED

DATE:

24

December 1999

