

Company Number: 1210648

THE COMPANIES ACT 1985 AND 1989

THE COMPANIES ACT 2006

TUESDAY



A06 \*A41XGAY0\* 266  
23/06/2009  
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
MILLER FREEMAN ABCASTLE LIMITED  
(the "Company")

Circulated on 19 June 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):


SPECIAL RESOLUTIONS

- 1 "THAT pursuant to section 641(1)(a) of the Companies Act 2006, the issued share capital of the Company be reduced by reducing the nominal value of each of the Company's issued ordinary shares of £1 each to £1/57,510,100 each and the sum of £57,510,099 be credited to the Company's profit and loss distributable reserves."
- 2 "THAT the Company's memorandum and association be altered by deleting clause [5] and replacing it with the following new clause: "The Company's share capital is £1 divided into 57,510,100 ordinary shares of £1/57,510,500 each."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being all the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

  
.....  
for and on behalf of  
United Business Media  
Date: 19 June 2009

Authorised Signatory for  
UNM INVESTMENTS LIMITED  
Director

**NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.