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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

NEWSCORP INVESTMENTS LIMITED

(passed on 26 June 1987)

At a GENERAL MEETING of the Company duly convened and held at 200 Gray's Inn Road, London WC1 on 26 June, 1987 the following Resolution was duly passed as a Special Resolution of the Company:-

RESOLUTION

- (A) That the authorised share capital of the Company be and it is hereby increased from £50,000,000 to £1,050,000,000 by the creation of £1,000,000,000 Redeemable Preference Shares of £1 each (having attached thereto the respective rights and privileges and being subject to the limitations and restrictions set out in the Articles of Association of the Company as amended by paragraph (B) of this Resolution);
- (B) That the Articles of Association of the Company be and they are hereby amended by the deletion of existing Article 3 and the substitution thereof of the new Article 3 contained in the form attached hereto and initialled by us for the purposes of identification;
- (C) That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise the powers of the Company to allot relevant securities having (or giving the right to subscribe for or to convert into shares having) a nominal amount not exceeding £1,000,000,000 in aggregate, such authority to expire five years after the date of the passing of this Resolution and to be in addition and without prejudice to any and all previous authorities to the Directors to exercise the powers of the Company to allot relevant securities; and
- (D) That upon the recommendation of the Directors it is desirable to capitalise £1,000,000,000 being part of the sum standing to the credit of the Company's Revaluation Reserve and accordingly that such sum be applied in paying up in full at par £1,000,000,000 unissued Redeemable Preference Shares of £1 each of the Company to be allotted and distributed credited as fully paid up at par to The News Corporation Limited.

4 AUG 1987

Richard Smiley
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Chairman