

No. 2232965

## THE COMPANIES ACT 1985

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PRIVATE COMPANY  
LIMITED BY SHARES

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WRITTEN RESOLUTION  
of  
PLANEXIT LIMITEDDATED: 24<sup>th</sup> Oct 1989 1989

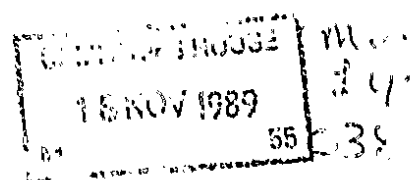
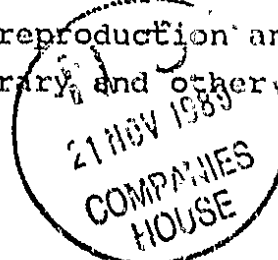
WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to regulation 1(a) of the Articles of Association of the Company and Regulation 53 of the Companies (A to F) Regulations 1985, be as valid and effective for all purposes as if the same had been duly passed at a Meeting of the Company duly convened and held.

Special Resolution

THAT:-

1. the name of the Company be changed from Planexit Limited to Western Auto Trader Limited.
2. the provisions of the Memorandum of Association of the Company with regard to its objects be and the same are hereby altered by the deletion of the existing sub-clause (a) of Clause 3 and the substitution therefor of the following new sub-clause (a):-

"(a) To carry on all or any of the businesses of publishers, printers and distributors of magazines, periodicals, journals, books and other publications and to own, exploit and acquire copyrights, rights of publication and reproduction and other rights in respect of any literary and other works and



undertakings, and to collect, print and publish the same, printers' agents, commercial and manufacturing stationers, to employ the services of and to act as agents for authors, critics, lecturers, and other professional persons, to carry on all or any of the businesses of printers, typesetters, engravers, die-sinkers, electrotypers, stereotypers, photosetters, photo-lithographers, chromo-lithographers, graphic, commercial and other artists, stationers, typefounders, designers and draughtsmen; manufacturers and distributors of and dealers in art colour, copperplate, lithographic, offset, photogravure and general printers and of, and in any photographic, engraved or printed productions, die stampers, gold blockers, machine rulers, numerical printers, photographers, photographic printers, manufacturers of and dealers in printing machinery and equipment, process blocks, printers; roller and composition manufacturers and merchants, printing ink and other ink and colour manufacturers and merchants, printers' engineers, wholesale, retail and manufacturing stationers, dealers in books newspapers, magazines, periodicals, general publications and fancy goods of all kinds, advertising and publicity agents and contractors, advertisements designers, manufacturers of and dealers in advertising novelties, billposters, artists, designers and draughtsmen, general merchants and traders; and to manufacture, buy, sell, import, export and deal generally in plant, machinery, apparatus, articles, commodities, materials and things of all kinds used or capable of being dealt with in connection with the above mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company.";

3. the regulations contained in the document annexed

hereto and initialled for the purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof;

4. the existing 500 Ordinary Shares of £1 each registered in the name of Planedge Limited and the existing 500 Ordinary Shares of £1 each registered in the name of Purescope Limited be and are hereby converted into and redesignated as (respectively) 500 "A" Ordinary Shares of £1 each and 500 "B" Ordinary Shares of £1 each having attached to them the respective rights set out in the new Articles of Association of the Company to be adopted pursuant to sub-paragraph 3 of this Resolution;

5. Mr J Harris and Mr T Maycock (being existing Directors of the Company) henceforth be designated and known as the "A" Directors of the Company and shall for all purposes be deemed to have been appointed by the holders of the "A" Ordinary Shares pursuant to Article 18(A) of the Articles of Association of the Company adopted by paragraph 3 above; and

6. Mr P Gibbons and Mr J Madejski (being existing Directors of the Company) henceforth be designated and known as "B" Directors of the Company and shall for all purposes be deemed to have been appointed the holders of the "B" Ordinary Shares pursuant to Article 18(A) of the Articles of Association of the Company adopted by paragraph 3 above.

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for and on behalf of  
Planedge Limited

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for and on behalf of  
Purescope Limited