

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TAYLOR & FRANCIS GROUP LIMITED (the "Company")

(Registered in England and Wales under company number 02280993)

dated 11 April 2006



We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, pass the following resolution as a written resolution to have effect as if passed as a special resolution at a general meeting of the Company pursuant to section 381A Companies Act 1985 (as amended) (the "Act") and hereby consent to the matters referred to therein:

Written Resolution

THAT


- (a) the share capital of the Company be reduced by the cancellation of the issued ordinary shares of £0.05 and the authorised but unissued shares of £0.05 each in the capital of the Company (the "**Old Ordinary Shares**"), and on and from the date of the registration of the minute approved by the Court and showing the capital of the Company as altered by the Order of the Court confirming the said cancellation ("**the Effective Date**"), the capital of the Company be increased by the creation of such number of shares of US\$0.05 ("**New Ordinary Shares**"), rounded down to the nearest US\$10 as will have an aggregate nominal value rounded down as aforesaid equivalent to £6,250,000 at the spot rate (as derived from the United States Federal Reserve web page) for the purchase of US dollars with pounds sterling at midday on the Effective Date
- (b) the reserve arising upon the said cancellation be applied in paying up in full at par the New Ordinary Shares created pursuant to sub-paragraph (a) of this resolution, which shall be allotted and issued, credited as fully paid up, to the holders of the Old Ordinary Shares in proportion to their holdings of Old Ordinary Shares on the Effective Date, provided that no holder shall be entitled to any fraction of a New Ordinary Share and all such fractions shall be aggregated and the Directors may make such arrangements as they may think fit for the sale to any shareholder of the Company (including one of their number) of the shares so aggregated, and in case of any difficulty arising in regard to the said issue and allotment and sale the Directors be and they are hereby authorised to resolve the same in such manner as they may in their absolute discretion determine
- (c) the Directors be hereby authorised for the purposes of section 80 of the Companies Act 1985 to effect the allotment of the shares created pursuant to sub-paragraph (a) of this resolution provided that (i) the maximum nominal amount of shares which may be allotted hereunder is US\$12,500,000 and (ii) this authority shall be without prejudice to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed


- (d) on the Effective Date the articles of association be amended by substituting for Article 3 the following new Article:


"the current share capital of the Company is US\$A divided into B Ordinary Shares of US\$0.05"

Provided that the amount A is the amount to which the authorised share capital is increased pursuant to sub-paragraph (a) of this resolution and the number B is the number of New Ordinary Shares created pursuant to sub-paragraph (a) of this resolution

- (e) on and from the Effective Date the share premium account of the Company be denominated in US\$ at the spot rate (as derived from the United States Federal Reserve web page) for the purchase of US dollars with pounds sterling at midday on the Effective Date


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duly authorised for
Informa PLC


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duly authorised for
T&F Informa One Limited


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duly authorised for
T&F Informa Two Limited