

MGN Pension Trustees Ltd

WRITTEN RESOLUTION OF THE DIRECTORS

Renewal of authority to call Board meetings at short notice

IT IS HEREBY RESOLVED as follows:

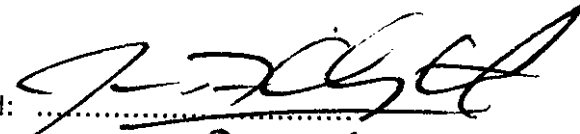
- (i) In accordance with Article 7.1 of the company's Articles of Association, the secretary is authorised (at any time or times until 30 June 1996 or earlier resolution of the Board) to call a Board meeting at any time which the secretary or chairman deems necessary for all or any of the purposes listed in paragraph (ii) below, by making all reasonable endeavours to notify each director (except any director whom the secretary reasonably believes is at that time outside the United Kingdom and will be outside the United Kingdom at the time of the proposed Board meeting) that the meeting is to be take place by:
- (a) telephoning the director at his last known work place and (if the director does not answer or the call is made before 9.00am or after 6.00pm or on a day which is not a working day) at the directors last known home number, or
 - (b) in the case of a director who is not employed, by telephoning his last known home number, or
 - (c) by sending a fax between 9.00am and 6.00pm on a working day to the director's last known workplace or
 - (d) if the director is not employed by sending a fax to his last known home fax number
- provided that in each case endeavours to make the telephone calls or fax transmissions are made not less than five hours before the time when the meeting is to commence. It shall be necessary for the secretary when making any such communication as a director to specify the time and the venue of the meeting, but it shall not be necessary to specify the subject matter. The venue of any meeting convened in this way shall either be 10 Snow Hill, London EC1A 2AL or the headquarters of Mirror Group plc.
- (ii) The purpose for which a meeting may be called pursuant to paragraph (i) shall be:
- (a) the issuing or conduct or any legal proceedings,
 - (b) the commencement or conduct or any negotiations or discussions with any party in relation to any claims or legal proceedings, including negotiations or discussions with a view to the settlement or compromise of any claim or legal proceedings and
 - (c) the settlement or compromise of any claim or legal proceedings.



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- (iii) For the purpose of paragraph (i) above, Mr Sheridan shall be deemed to be employed at the company's registered office (or any other place as he may notify to the secretary in writing for this purpose); Mr Elwell-Sutton and Mr Shillum shall each be deemed to be not employed unless the secretary has been notified in writing of the telephone number (and, if available, fax number) of his work place.
- (iv) Confirmation given by the secretary in writing or at a meeting that the meeting was properly called in accordance with these procedures shall be conclusive evidence of that fact.

Signed:



(Secretary)

Date:

2.8.95.