

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

The Orion Publishing Group Limited

(Passed 22 October 1993)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Orion House, 5 Upper St Martin's Lane, London WC2H 9EA on 22 October, 1993 at 10.15 a.m. the following resolutions were passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTIONS

1. THAT, subject to and conditional upon the passing of the extraordinary resolutions to be proposed at the separate general meetings of holders of "A" Ordinary Shares, "B" Ordinary Shares and "C" Ordinary Shares convened for the same day as this Meeting and subject to and conditional upon the passing of Special Resolution 4 set out in the notice convening this meeting ("Resolution 4"):-
 - (A) the authorised share capital of the Company be increased from £3,750,000 to £3,760,000 by the creation of 1,000,000 new "D" Ordinary Shares of 1p each having attached thereto the rights set forth in the articles of association of the Company being adopted pursuant to Resolution 4.
 - (B)
 - (i) each of the 500,000 "A" Ordinary Shares of 50p each in the capital of the Company be and is hereby sub-divided into and redesignated as 1 "A" Ordinary Share of 1p each and 49 Deferred Shares of 1p each in the capital of the Company having attached thereto the rights set forth in the articles of association of the Company being adopted pursuant to Resolution 4;
 - (ii) each of the 460,000 "B" Ordinary Shares of 50p each in the capital of the Company be and is hereby sub-divided into and redesignated as 1 "B" Ordinary Share of 1p each and 49 Deferred Shares of 1p each in the capital of the Company having attached thereto the rights set forth in the articles of association of the Company being adopted pursuant to Resolution 4;

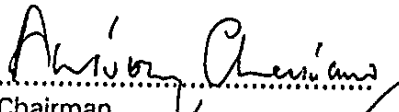


each in the capital of the Company having attached thereto the rights set forth in the articles of association of the Company being adopted pursuant to Resolution 4; and

- (iii) each of the 40,000 "C" Ordinary Shares of 50p each in the capital of the Company be and is hereby sub-divided into and redesignated as 1 "C" Ordinary Share of 1p each and 49 Deferred Shares of 1p each in the capital of the Company having attached thereto the rights set forth in the articles of association of the Company being adopted pursuant to Resolution 4.
2. THAT, for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
- (i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £10,000 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
- (ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

SPECIAL RESOLUTIONS

3. THAT, subject to and conditional upon the passing of Ordinary Resolution 2 set out in the notice convening this meeting ("Resolution 2"), in accordance with section 95 of the Companies Act 1985 ("the Act") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by Resolution 2 up to a maximum nominal value of £10,000 as if sub-section (1) of section 89 of the Act did not apply at any time or times.
4. THAT, subject to and conditional upon the passing of the extraordinary resolutions to be proposed at the separate general meetings of holders of "A" Ordinary Shares, "B" Ordinary Shares and "C" Ordinary Shares convened for the same day as this Meeting, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.


Chairman

No. 2663988

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

The Orion Publishing Group Limited

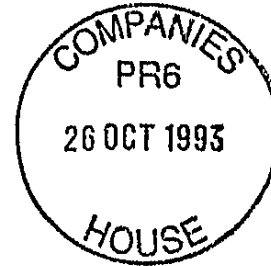
(Passed 22 October 1993)

At a SEPARATE GENERAL MEETING of the holders of "A" Ordinary Shares in the capital of the above-named Company, duly convened and held at Orion House, 5 Upper St Martin's Lane, London WC2H 9EA on 22 October, 1993 the following resolution was passed as an Extraordinary Resolution.

EXTRAORDINARY RESOLUTION

THAT, sanction be and is given to the passing by the Company in general meeting of the Ordinary Resolution numbered as Resolution 1 and the Special Resolution numbered as Resolution 4 set out in the notice convening an Extraordinary General Meeting of the Company for 22 October, 1993 at 10.15 a.m. (or, if later, at the close of the separate general meeting of the holders of "C" Ordinary Shares of 50p each in the capital of the Company) and to all modifications, abrogations and variations of the special rights attaching to the "A" Ordinary Shares of 50p each in the capital of the Company made or deemed to be made by the same.

Anthony Chairman
.....
Chairman



No. 2663988

THE COMPANIES ACT 1985

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RESOLUTION

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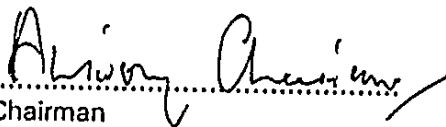
The Orion Publishing Group Limited

(Passed 22 October 1993)

At a SEPARATE GENERAL MEETING of the holders of "B" Ordinary Shares in the capital of the above-named Company, duly convened and held at Orion House, 5 Upper St Martin's Lane, London WC2H 9EA on 22 October, 1993 the following resolution was passed as an Extraordinary Resolution.

EXTRAORDINARY RESOLUTION

THAT, sanction be and is given to the passing by the Company in general meeting of the Ordinary Resolution numbered as Resolution 1 and the Special Resolution numbered as Resolution 4 set out in the notice convening an Extraordinary General Meeting of the Company for 22 October, 1993 at 10.15 a.m. (or, if later, at the close of the separate general meeting of the holders of "C" Ordinary Shares of 50p each in the capital of the Company) and to all modifications, abrogations and variations of the special rights attaching to the "B" Ordinary Shares of 50p each in the capital of the Company made or deemed to be made by the same.


Chairman



No. 2663988

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

The Orion Publishing Group Limited

(Passed 22 October 1993)

At a SEPARATE GENERAL MEETING of the holders of "C" Ordinary Shares in the capital of the above-named Company, duly convened and held at Orion House, 5 Upper St Martin's Lane, London WC2H 9EA on 22 October, 1993 the following resolution was passed as an Extraordinary Resolution.

EXTRAORDINARY RESOLUTION

THAT, sanction be and is given to the passing by the Company in general meeting of the Ordinary Resolution numbered as Resolution 1 and the Special Resolution numbered as Resolution 4 set out in the notice convening an Extraordinary General Meeting of the Company for 22 October, 1993 at 10.15 a.m. (or, if later, at the close of the separate general meeting of the holders of "C" Ordinary Shares of 50p each in the capital of the Company) and to all modifications, abrogations and variations of the special rights attaching to the "C" Ordinary Shares of 50p each in the capital of the Company made or deemed to be made by the same.

Arising Chairman
.....
Chairman

