

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

THE ORION PUBLISHING GROUP LIMITED

On 16 December 2003, the following resolutions were duly passed as Written Resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

WRITTEN RESOLUTIONS

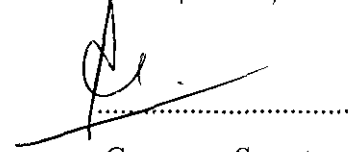
THAT:

1. It was **RESOLVED** that the authorised share capital of the Company be and it is hereby increased from from £6,768,077 to £6,782,260.73 by the creation of an additional 1,418,373 ordinary shares of 1p, each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the Company;
2. It was **RESOLVED** that the Directors of the Company be and they are hereby authorised generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £14,183.73 provided that:
 - (i) this authority shall expire on the fifth anniversary of the date of passing this resolution; and
 - (ii) the Company may pursuant to this authority make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired;



3. It was RESOLVED that the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by the Resolution as if section 89(1) of the Act did not apply to such allotment.

Pierre de Caestecker



Company Secretary