

Company Number 2946750

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

EMAP FLEXIPLAN TRUSTEES LIMITED (the "Company")

Circulation Date: 30 January 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we irrevocably agree that the following Resolution is passed as a special resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered by deleting the present articles 26, 28 and 29 and replacing those articles with the following new articles 26, 28 and 29.

- 26 A Member Director shall immediately cease to hold office as a director of the Company if he ceases to be a member, deferred pensioner or a pensioner of Flexiplan.
- 28 Subject to article 30 below, the quorum for a board meeting of the directors of the Company shall be two and Regulation 89 of Table A shall be modified accordingly
- 29 For a board meeting of the directors of the Company to be quorate there must be present at any such meeting
- (a) at least one Emap Director who is also the independent trustee director; or
- (b) at least one Member Director.

AGREEMENT

We, being all the members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the resolution above shall take effect as a special resolution Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

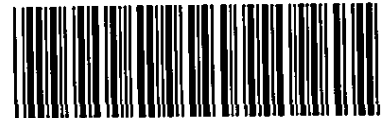
Signed for and on behalf of EMAP PLC by



Date

30/1/08

SATURDAY



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09/02/2008

COMPANIES HOUSE

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