

# 18 - 12 - 97

COMPANY No. 3464980

## IPC MAGAZINES HOLDINGS LIMITED

### WRITTEN RESOLUTIONS OF THE SOLE MEMBER

In accordance with section 381A of the Companies Act 1985, WE, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

#### 1. ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased with immediate effect from £1000 to £500,000 by the creation of 499,000 additional ordinary shares of £1 each ranking equally in all respects with the existing ordinary shares of £1 each in the capital of the Company.

#### 2. ORDINARY RESOLUTION

THAT the directors be generally and unconditionally authorised with immediate effect for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (as defined in that section) up to a maximum nominal amount of £500,000 at any time or times during the period expiring at the end of five years from the date on which this resolution is passed provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

#### 3. SPECIAL RESOLUTION

THAT the directors be empowered with immediate effect to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash, pursuant to the authority conferred by resolution numbered 2 above, as if section 89(1) of such Act did not apply to any such allotment provided that this power shall expire at the end of five years from the date on which this resolution is passed and further provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

#### 4. SPECIAL RESOLUTION

THAT the Memorandum of Association (in the form of the print annexed hereto marked 'A') be adopted with immediate effect as the new Memorandum of Association of the Company to replace in its entirety the existing Memorandum of Association of the Company.

#### 5. SPECIAL RESOLUTION

THAT the regulations (in the form of the print annexed hereto marked 'B') be adopted with immediate effect as the new Articles of Association of the Company to replace in their entirety the existing Articles of Association of the Company.



.....For and on behalf of RPH Limited  
Dated: 1 December 1997

