

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

TDI MAIL HOLDINGS LIMITED

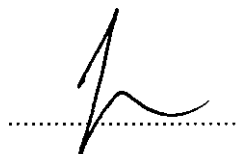
At an Extraordinary General Meeting of the Company held at 10 Norwich Street, London EC4A 1BD on 18 December 1997 the following Resolutions were passed, the first as an Ordinary Resolution and the second and third as Special Resolutions:

Ordinary Resolution

- 1 That the authorised share capital of the Company be and is hereby increased from £1,000 to £100,000 by the creation of 99,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.

Special Resolutions

- 2 That the Directors be and are hereby authorised for the purposes of Section 80 Companies Act 1985 to allot shares in the capital of the Company up to a maximum nominal amount of £99,998, such authority to expire on 31 December 1997.
- 3 That Directors be and are hereby empowered to allot shares pursuant to the authority given by the preceding resolution as if the provisions of Section 89 Companies Act 1985 did not apply to such allotment.


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Chairman

