

Companies House Filing Copy

No. 3543167

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

METHUEN PUBLISHING LIMITED

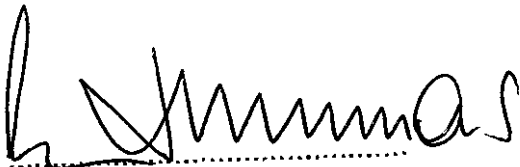
(Effective 30 July 1998)

The following resolution was duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as a Special Resolution with effect from 30 July 1998.

SPECIAL RESOLUTION

THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by deleting the present article 8.10.5 and substituting the following new article 8.10.5 therefor:-

"8.10.5 100% of the Issue Price thereof in the case of a redemption of the Preference Shares pursuant to Article 8.1.2 if the Conversion Event falls within the period of one year after the date of adoption of the Articles (and in the case of a redemption of the Preference Shares pursuant to Article 8.1.2 the percentage premium shall increase by 10% on the anniversary of the date of adoption of the Articles and on each anniversary thereafter subject to the maximum percentage premium being 150%); and"



Chairman



30 JULY 1998 17:45

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