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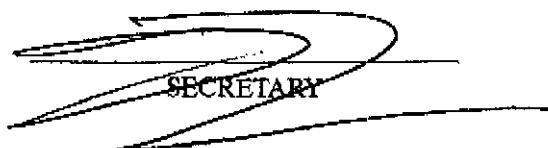
**PUBMASTER HOLDINGS LIMITED****NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Greenbank, Hartlepool on 29 May 2003 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution:

**SPECIAL RESOLUTION**

Replace Article 6 of the articles of association of the Company with the wording stated below:

"The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share provided that the Directors shall have no discretion to refuse to register a transfer of shares where the proposed transferee is a mortgagee or chargee (or a trustee for a mortgagee or chargee) of the shares in question or a purchaser, transferee or other recipient of such shares from such mortgagee or chargee (or a trustee for such mortgagee or chargee)".

**BY ORDER OF THE BOARD**  
**SECRETARY**

Dated 29 May 2003

Registered office:

Greenbank  
Hartlepool  
TS24 7QS

**NOTES**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be left at or sent by post or by facsimile transmission to the registered office of the Company at any time before the time for holding the meeting.

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**PUBMASTER HOLDINGS LIMITED**  
**MINUTES OF AN EXTRAORDINARY GENERAL MEETING**  
**HELD AT GREENBANK, HARTLEPOOL**  
**ON 29 MAY 2003**

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**PRESENT:** JR Sands (representing the sole shareholder Pubmaster Group Limited)

**IN ATTENDANCE:** FEJG Brackenbury  
J Deegan  
R Turnbull

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1. **CHAIRMAN**

JR Sands was appointed chairman of the meeting.

2. **QUORUM**

The chairman announced that consent to the meeting being held at short notice had been given by the requisite majority of members entitled to attend and vote at the meeting and declared that a quorum was present. It was unanimously agreed that the notice convening the meeting should be taken as read.

3. **RESOLUTION**

The chairman proposed the special resolution set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.

4. **CLOSE OF MEETING**

There being no other business, the chairman declared the meeting closed.

x    
CHAIRMAN