

INDEPENDENT NEWS & MEDIA (NORTHERN IRELAND) LIMITED**SHAREHOLDER****UNANIMOUS WRITTEN RESOLUTION**

The undersigned, being a Shareholder of Independent News & Media (Northern Ireland) Limited a company incorporated in the United Kingdom ("the Company"), pursuant to Article 53 of Table A as amended by Article 4 of the Company's Articles of Association, **HEREBY ADOPTS** the resolution set out below.

This Unanimous Written Resolution may be executed in counterparts, and a copy shall be inserted in the Company's Minute Book. Any action taken herein shall be of the same force and effect as if adopted at a duly convened general meeting of the Company.

HEADING

IT IS HEREBY RESOLVED that the following Article be inserted as Article 19 of the Articles of Association of the Company:

"19 Subject to as hereinafter provided the Directors of the Company may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share and may also refuse to register a transfer unless:-

- (a) it is lodged at the registered office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in respect of only one class of share; and
- (c) it is in favour of not more than four transferees.

Notwithstanding the above, the Directors of the Company may not refuse to register the transfer of any share in the Company, including a transfer of shares over which the Company has a lien, where the transfer to be registered is to the person(s) acting as security agent and/or security trustee for and on behalf of a bank, or banks, or other lenders, or noteholders, or to the person(s) acting as the nominee(s), agent(s) or purchaser(s) of such security agent or security trustee, provided that, on the terms of any relevant security document or deed, the security agent or security trustee is entitled to enforce the same and become registered as the owner of any such share."

Shareholder
Date

For and on behalf of
Independent News & Media (UK) Limited
Authorised Signatory