

COMPANY NUMBER 3943514

TRADER MEDIA (TNT) HOLDINGS LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

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

1 **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the purposes of (i) the acquisition by Apax Crystal A Holdco SARL and Apax Crystal B1 Holdco SARL of a maximum of 499,000 ordinary shares and a maximum of 106,786,000 preference shares in Trader Media Investments Limited (the *Current Acquisition*); and (ii) the provision by the Company of financial assistance in respect of the Previous Acquisitions (as defined in the statutory declarations), by the giving of guarantees and security and other forms of financial assistance more fully described in the statutory declarations to be executed by the Directors on or about the date of these resolutions, be approved and authorised with immediate effect,

2 **THAT** the Directors be and hereby are empowered, authorised and directed to execute the Agreements (as defined in Schedule 1 hereto) in the form approved by a meeting of the board of Directors held on or about the date of these resolutions, and

3 **THAT** the provision by the companies listed in Schedule 2 hereto (all being direct or indirect subsidiaries (as defined in section 736 of the Act) of the Company) of financial assistance (within the meaning of sections 151 and 152 of the Act) for the Current Acquisition and the Previous Acquisitions, to be executed by the Directors on or about the date of these resolutions, be approved with immediate effect

Notice to members

A copy of this resolution has been sent to the Company's auditors, PriceWaterhouseCoopers, pursuant to s381B Companies Act 1985



Director/Secretary



SCHEDULE 1

The *Agreements* means

- (a) the senior facilities agreement dated 23 March 2007, as amended by an amendment and restatement agreement dated 5 April 2007 and restated from time to time and made between, amongst others, Trader Media Corporation Limited as Original Borrower and Original Guarantor, Trader Media Corporation (2003) Limited as Original Guarantor, J P Morgan Plc as Arranger and BNP Paribas as New Mandated Lead Arranger, JPMorgan Chase Bank, N A as Original Lender and Issuing Bank and J P Morgan Europe Limited as Facility Agent and Security Agent (the *Senior Facilities Agreement*),
- (b) the intercreditor agreement to be entered into by, inter alia, Trader Media Corporation (2003) Limited as the Company, Trader Media Corporation Limited as an Original Obligor, J P Morgan Europe Limited as Facility Agent and JPMorgan Chase Bank N A as Issuing Bank (the *Intercreditor Agreement*),
- (c) the accession letter to the Senior Facilities Agreement and the Intercreditor Agreement, to be entered into by the Company pursuant to clause 27.6 (*Security and Guarantees*) of the Senior Facilities Agreement under which the Company will grant guarantees and indemnities to the Security Agent (the *Accession Letter*),
- (d) the fixed and floating security document between, inter alios, Trader Media Corporation Limited and Trader Media Corporation (2003) Limited as Chargors and J P Morgan Europe Limited as Security Agent under which the Company will grant fixed and floating charges over all of its assets and undertakings in favour of the Security Agent (the *Fixed and Floating Security Document*),
- (e) the company intra-group funding arrangement between Trader Media Corporation Limited as the borrower and the relevant subsidiaries listed therein at Schedule 1 pursuant to which the relevant subsidiaries will make available a facility to Trader Media Corporation Limited to enable it to service the obligations under the Senior Facilities Agreement (the *Company Intra-Group Funding Arrangement*),
- (f) the intra-group loan agreement between Trader Publishing Limited as the lender and the Company as the borrower pursuant to which the lender shall make available a facility in an amount of £10,333,648 (the *TNTH Intra-Group Loan*),

and any ancillary documentation related to any of the Agreements referred to above

SCHEDULE 2

Company	Registered Number
Trader Media (TNT) Limited	3948613



Trader Media (TNT) Group Limited

Date 9/5/07