

**ACP MEDIA (UK) LIMITED**  
**("the Company")**

Company no: 5112193

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**ACP MEDIA (UK) LIMITED**

Passed the 14<sup>th</sup> day of November 2005.

Written resolutions of the sole shareholder of the above company in accordance with the Company's articles of association.

**1 ORDINARY RESOLUTIONS**

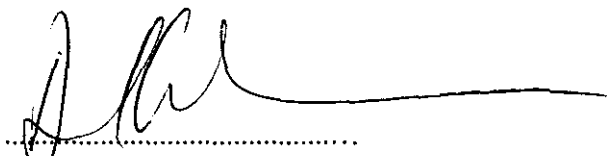
"That

(i) the authorised share capital of the Company be increased from £1,000 to £50,000,000 by the creation of 49,999,000 ordinary shares of £1 each ranking pari passu for all purposes with the existing ordinary shares of £1 each with effect from 22 December 2004;

(ii) in accordance with section 80 of the Companies Act 1985 the directors be and they are hereby authorised to allot a maximum of 49,999,000 ordinary shares of £1 each to such persons and on such terms and in such manner as they may think proper, such authority to expire at the end of five years from 22 December 2004."

**2 SPECIAL RESOLUTION**

"That section 89(1) of the Companies Act 1985 shall not apply to the allotment of the said shares.

  
.....  
Authorised signatory of  
ACP Magazines Limited

Presenter:  
Ernst & Young LLP  
400 Capability Green  
Luton  
Beds  
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