

Annex A

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

COUNTRY HOUSE MAGAZINE LIMITED (the "Company")

(Registered in England and Wales under company number 5768508)

Circulation Date: 17th June 2008

We, the undersigned, being the requisite majority of the members of the Company entitled to vote on the following resolutions on the above Circulation Date, hereby agree to the following ordinary resolution and two special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolution

- 1 **THAT** 10,000 of the existing unissued ordinary shares of 1p each in the capital of the Company be re-designated as 10,000 "A" ordinary shares of 1p each, to rank *pari passu* in all respects with the existing A ordinary shares in the capital of the Company, so that immediately following the passing of this resolution the authorised share capital of the Company shall be £1,000,000 divided into
- (a) 99,983,000 ordinary shares of 1 p each,
 - (b) 15,000 A ordinary shares of 1p each, and
 - (c) 2000 B ordinary shares of 1p each

Special resolution

- 2 **THAT** the Company be hereby authorised to issue up to a further 10,000 A ordinary shares in the Company to existing members or, at such existing members' direction, to their Personal Pension Funds (as defined below) within 6 months of the date hereof free from the pre-emption rights on the issue of new shares contained in the Articles of Association of the Company or howsoever otherwise arising
- 3 **THAT** the Articles of Association of the Company be and are hereby amended by:
- (a) inserting a definition of "Personal Pension Fund" in Article 1 3 as meaning "any personal pension fund or pension arrangement in respect of any Shareholder where



such personal pension fund or pension arrangement has been notified by the Investor Director to such Shareholder as having been approved by such Investor Director for the purposes of holding Shares",

- (b) inserting in the title of Article 8 1 the words "Personal Pension Funds," between the words "family shareholders," and "trusts and nominees",
- (c) inserting in Article 8 1(a) the words "or his Personal Pension Fund" after the words "his Family Trust",
- (d) inserting in Article 8 1(b) the words "or Personal Pension Fund" after the first occurrence of the words "Family Trust" and inserting the words "or Personal Pension Fund (as the case may be)" after the second occurrence of the words "Family Trust";
- (e) inserting in Article 8 1(c) the words "or Personal Pension Fund" after the first occurrence of the words "Family Trust" and inserting the words "or Personal Pension Fund (as the case may be)" after the second occurrence of the words "Family Trust", and
- (f) inserting in Article 8 1(f) the words "or Personal Pension Fund" after the words "a Family Trust"

The undersigned, being the requisite majority of members who would have been entitled to vote on each of the above resolutions on the Circulation Date, signify their agreement to the proposed ordinary resolution and the two proposed special resolution in accordance with section 296 of the Companies Act 2006



.....
Venrex Investment Management LLP as general partner of Venrex LP, in respect of its A ordinary shares
Date of agreement to resolution: 25th June 2008

.....
Johan and Annoushka Ayton, in respect of their A ordinary shares
Date of agreement to resolution: _____ June 2008

.....
Dominic Vail, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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- (d) inserting in Article 8 1(b) the words "or Personal Pension Fund" after the first occurrence of the words "Family Trust" and inserting the words "or Personal Pension Fund (as the case may be)" after the second occurrence of the words "Family Trust";
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Date of agreement to resolution: 30 June 2008

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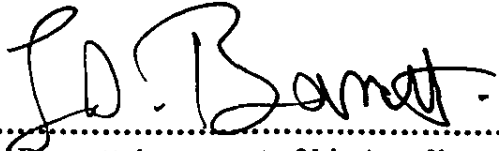
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Venrex Investment Management LLP as general partner of Venrex LP, in respect of its A ordinary shares

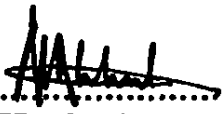
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Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008


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John Barratt, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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Andrew Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: 24 June 2008

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James Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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Jeremy Isaac, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Lucy Cleland, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Fiona Kirkness, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Camilla van Praagh, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Gillian Newey, , in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Andrew Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008



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James Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: 23rd June 2008

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Jeremy Isaac, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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Jeremy Isaac, in respect of his ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

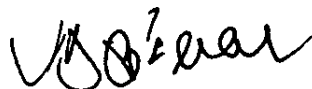
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Camilla van Praagh, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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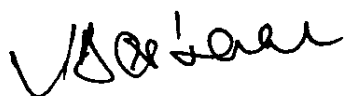
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Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Andrew Wheeler, in respect of his A ordinary shares
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Date of agreement to resolution: _____ June 2008

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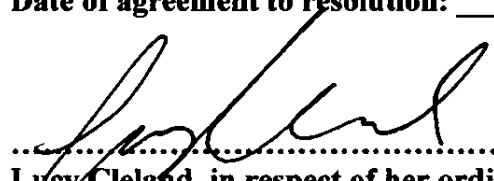
John Barratt, in respect of his A ordinary shares
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Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Jeremy Isaac, in respect of his ordinary shares
Date of agreement to resolution: _____ June 2008


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Lucy Cleland, in respect of her ordinary shares
Date of agreement to resolution: 25 June 2008

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Fiona Kirkness, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Camilla van Praagh, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Andrew Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

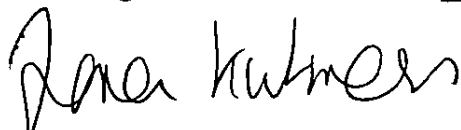
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James Wheeler, in respect of his A ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

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Jeremy Isaac, in respect of his ordinary shares
Date of agreement to resolution: _____ June 2008

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Lucy Cleland, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Fiona Kirkness, in respect of her ordinary shares
Date of agreement to resolution: 21st June 2008



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Camilla van Praagh, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

Gillian Newey, , in respect of her ordinary shares
Date of agreement to resolution: 26 June 2008



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Mark Pearson, in respect of his ordinary shares
Date of agreement to resolution: _____ June 2008

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Parmjit Bhamra, in respect of his ordinary shares
Date of agreement to resolution: _____ June 2008

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Lucinda Gabriel, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

Gillian Newey, , in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008



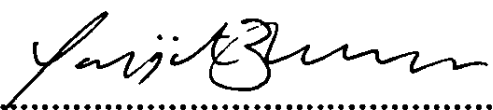
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Mark Pearson, in respect of his ordinary shares
Date of agreement to resolution: 30 June 2008

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Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008

Gillian Newey, , in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008

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Date of agreement to resolution: _____ June 2008


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Parmjit Bhamra, in respect of his ordinary shares
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Lucinda Gabriel, in respect of her ordinary shares
Date of agreement to resolution: _____ June 2008