

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
D.C. THOMSON & CO. LTD.

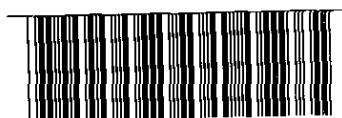
At the Annual General Meeting duly convened on the 28th November, 2000 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That Article 112 of the Company's Articles of Association be deleted and the following substituted.

"The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, whether outright or as collateral security, for any debt, liability or obligation of the Company or any third party."

Thomson
Chairman



SCT SE233W2C 1123
COMPANIES HOUSE 01/12/00

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