

Company Number: 226,900

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
THE CONDÉ NAST PUBLICATIONS LIMITED
(PASSED 23RD MAY 1996)

At an Extraordinary General Meeting of the Company duly convened and held at Vogue House, Hanover Square, London W1R 0AD on the 23rd May 1996 the following resolutions were duly passed, as to resolution number 1 as an ordinary resolution and as to resolution number 2 as a special resolution:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased to £84,659,300 the creation of an additional 45,943 shares of £100 each ranking pari passu in all respects with the existing 800,650 ordinary shares of £100 each in the capital of the company.
2. That for the purposes of Section 80 of the Companies Act 1985 the Directors be and they are hereby authorised, for the period commencing on and with effect from the passing of this resolution and expiring on the fifth anniversary thereof, to allot 45,943 shares of £100 each to Condé Nast International Inc at par value, to be paid in cash in full on the date of allotment, and that in accordance with Section 95 of the Companies Act 1985 the Directors be and they are hereby given power to allot the said shares pursuant to the said authority as if Section 89(1) of that Act did not apply to such allotment.



.....
Chairman

