

COMPANIES ACT 2006

SPECIAL RESOLUTIONS

FRIDAY



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30/10/2015

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COMPANIES HOUSE

Company number 236383

Company name. The Economist Newspaper Limited

Resolutions 1, 3 and 4 below were agreed and passed as Special resolutions by the members of the Company at a general meeting held on 22nd day of September 2015

Resolution 1 – Special Resolution:

"THAT

- (a) with effect from the end of this General Meeting
- (i) Article 45(A) (i) of the Articles of Association of the Company be replaced by the following

"(i) The Financial Times Limited, a company incorporated in England and Wales with company number 00227590, and Pearson PLC, a company incorporated in England and Wales with company number 00053723, until closing of the sale of "B" Special Shares to Exor S A pursuant to the agreement dated 11 August 2015 between The Financial Times Limited, Pearson PLC, Exor S A and Exor S p A ,",

(ii) references to Financial News Limited company in Articles 45(A)(ii) and 45(A)(iii) be replaced by references to The Financial Times Limited, and
- (b) conditional on the passing of Resolution 2 set out in the notice of this meeting, with effect from closing of the sale of Ordinary Shares and "B" Special Shares to Exor S A pursuant to the agreement dated 11 August 2015 between The Financial Times Limited, Pearson PLC, Exor S A and Exor S p A , the Articles of Association of the Company be amended, so as to be in the form of the Articles of Association marked "A" produced to the General Meeting and initialled by the Chairman of the General Meeting for the purposes of identification "

Resolution 2 – Ordinary Resolution

"THAT, conditional on the passing of Resolution 1 set out in the notice of this meeting, with effect from closing of the sale of Ordinary Shares and "B" Special Shares to Exor S A pursuant to the agreement dated 11 August 2015 between The Financial Times Limited, Pearson PLC, Exor S A and Exor S p A

- (a) the Buyback (as defined in the circular to shareholders dated 27 August 2015) be and is hereby approved, and
- (b) the terms and conditions of the Buyback Agreement (as defined in the circular to shareholders dated 27 August 2015) be and are hereby approved "

Resolution 3 – Special Resolution.

"THAT, conditional on the passing of Resolution 1 set out in the notice of this meeting, with effect from closing of the sale of Ordinary Shares and "B" Special Shares to Exor S A pursuant to the agreement dated 11 August 2015 between The Financial Times Limited, Pearson PLC, Exor S A and Exor S p A , the Articles of Association of the Company be amended by the insertion of a new Article 89A as set out in the document marked "B" produced to the General Meeting and initialled by the Chairman of the General Meeting for the purposes of identification "

Resolution 4 – Special Resolution

"THAT, conditional on the passing of Resolution 1 and Resolution 2 set out in the notice of this meeting, with effect from closing of the sale of Ordinary Shares and "B" Special Shares to Exor S A pursuant to the agreement dated 11 August 2015 between The Financial Times Limited, Pearson PLC, Exor S A and Exor S p A , the Articles of Association of the Company be amended by the insertion of a new Article 12(E) as set out in the document marked "C" produced to the General Meeting and initialled by the Chairman of the General Meeting for the purposes of identification "

Signed

Secretary

29 October, 2015