

No. 02538908

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION
of
THE PRESS COMPLAINTS COMMISSION

Passed [28. 10.] 1993

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held on 28. 10. 1993 at
1 Salisbury Square, London EC4Y 8AE the resolution set out below
was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT Article 10 of the Company's articles of association be
substituted with the following new Article 10:

10.1 The Appointments Commission shall consist of the
following five persons:

(a) the Chairman;

- (b) the chairman for the time being of PRESSBOF; and
- (c) three other independent persons (being persons not engaged in or, otherwise than by their membership of the Appointments Commission, connected with or interested in the business of publishing newspapers, periodicals or magazines) as the Chairman and the Chairman of PRESSBOF shall in their absolute discretion from time to time nominate ("the Public Nominees").

10.2 The Public Nominees shall be appointed by the Chairman by notice in writing to the Board and the Chairman may remove a Public Nominee by like notice. A Public Nominee may retire from the Appointments Commission by giving not less than one month's notice in writing to the Chairman, or such lesser period of notice as the Chairman may in his/her absolute discretion decide.

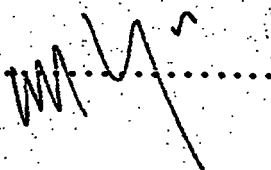
10.3 The Appointments Commission shall meet to consider for appointment as a member any person who is qualified under these Articles for such appointment.

10.4 The Appointments Commission may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it shall think fit. The quorum for

any meeting of the Appointments Commission shall be three and questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

10.5 The Chairman shall be entitled to preside as chairman of the meeting at all meetings of the Appointments Commission at which he shall be present, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the chairman of the meeting shall be the chairman for the time being of PRESSBOF.

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Chairman



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