

# THE NORTHERN TIMES LIMITED

Registered in Scotland No. 21959

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MINUTES of an EXTRAORDINARY GENERAL MEETING of the MEMBERS  
held at 1 Golden Square, Aberdeen on 5th March 1996

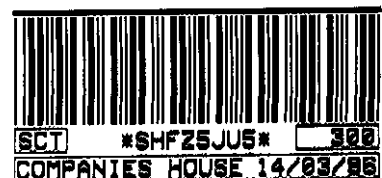
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**Present:** R.H. Fox representing Scottish Provincial Press Limited (In  
the Chair)

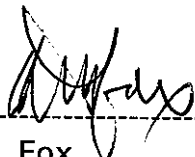
1. The Members consented to short notice of the Meeting.
2. It was resolved as a special resolution of the Company that there be substituted for the Articles of Association of the Company the regulations set out in Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985.
3. It was resolved as a special resolution of the Company that its Memorandum of Association be altered with respect of the statement of the Company's objects by adding as a new clause III(22) the following:-

To grant undertakings, guarantees and indemnities in respect of the indebtedness or obligations of any person, firm, company or other body including in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined by Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such undertakings, guarantees and indemnities to assign, dispone, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital or in any manner of way as the Company shall think fit, with or without consideration and regardless of whether or not the Company derives any benefit therefrom.

4. After due consideration of all the circumstances and in being satisfied that it is for the benefit of and in the interests of the Company/



Company for the purpose of carrying on its business it was resolved to create a guarantee in the form now produced "the Guarantee" to secure all the liabilities of the companies listed in the definition of the companies on the first page of the Guarantee to the Royal Bank of Scotland plc and it was resolved that P.G. Fowler and R.H. Fox be authorised to subscribe the Guarantee on behalf of the Company and that the Guarantee be delivered to the said Bank.

A handwritten signature in dark ink, appearing to read 'R.H. Fox', is written over a horizontal dashed line.

R.H. Fox  
for Scottish Provincial Press Limited