

Company Number 1106659

**THE COMPANIES ACT 1948 TO 2006**

**WRITTEN RESOLUTION**

- of -

**INTERNATIONAL HERALD TRIBUNE LIMITED  
(Company)**

Circulated on *April 30,* 2014 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that resolutions below are passed as special resolutions (Special Resolutions):

**Special Resolutions**

**Amendment of Articles**

That the Articles of Association (Articles) of the Company be and are hereby amended by

1 deleting the first sentence in Article 10; and

2. substituting therefor the following new sentence as Article 10(A):

"The minimum number of directors shall be one and there shall be no maximum number "

3. Inserting new Article 10(B) as follows.

"Where there is only a single Director, the quorum for the transaction of the business of the Directors shall be one and the sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles In all other cases the quorum may be fixed by the Directors and unless so fixed shall be two. Regulation 99 of Table A shall be modified accordingly "

Please read the notes at the end of this document before you signify your agreement to the Resolution.

  
Signed by Stephen Dunbar-Johnson,  
duly authorised for  
**International Herald Tribune SAS**

on *May 8* 2014

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15/05/2014

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