

ASIC registered agent number ROBERT K MOON

lodging party or agent name _____

office, level, building name or PO Box no. GPO Box 2708

street number & name 31 WYNDHAM STREET

suburb/city ADAMSDALE state/territory SA postcode 5000

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205 page 1/1 15 July 2001



ASS. ☐ REQ-A ☐

CASH ☐ REQ-P ☐

PROC. ☐



Australian Securities & Investments Commission

form 205

Notification of
resolutionCorporations Act 2001
Regulation 1.0.12

Company name NEWS LIMITED

ACN 007 871 178

Subject(s) of the resolution

(tick boxes which apply)

- 157(2) change of company name ☐ A
- 162(3) change from public company to proprietary company ☐ B
- 162(3) change from proprietary company to public company ☐ C
- 162(3) change from no-liability company to company limited by shares ☐ F
- 162(3) change from limited company to unlimited company ☐ G
- 162(3) change from unlimited company to limited company ☐ H
- 162(3) change from company limited by guarantee to company limited by shares ☐ AA
- 167AA(1) change from company limited by both shares & guarantee to company limited by shares ☐ AB
- 167AA(1) change from company limited by both shares & guarantee to company limited by guarantee ☐ AC
- 162(3) change from limited (mining) company to a no-liability company ☐ X
- 136(5) alteration of constitution ☒ J
- 491(1) voluntary winding up by members ☐ L
- 491(1) voluntary winding up by creditors ☐ M
- 461(2) company resolved to be wound up by Court ☐ AD
- 506(1B) powers & duties of liquidator (voluntary) ☐ AF
- 507(11) company's arrangement with liquidator ☐ AG
- 510(1A) binding arrangements on company/creditors ☐ AH
- other ☐ R
- section number _____
- brief description _____

Details of the resolution (tick the appropriate box & provide details)date of meeting 27/6/07

The resolution ☐ set out below

☒ in the attached annexure marked "A" (show mark A B etc), was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Corporations Act 2001.

The Resolution**For change of company name**Is the proposed name identical to a registered business name(s)? ☐ yes ☐ no

if yes, provide business name(s) registration details

Business Number : State/Territory of Registration

I DECLARE that I make this application for the company name AS, or ON BEHALF of and with the authority of, the registered owner(s) of the above identical business name(s).

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

Include

The time actually spent reading the instructions, working on the question and obtaining the information

The time spent by all employees in collecting and providing this information

hrs mins

Signature

I certify that the information in this form is true and correct.

print name ROBERT K MOON capacity SECRETARY

sign here

date 23/7/07

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ANNEXURE A

That the Constitution of the Company be amended with effect from the passing of this special resolution:

- (a) by deleting Articles 76-83 (both inclusive) therefrom; and
- (b) by including the provisions set out in the attachment marked "A", and to be numbered Article 76.

76. Dividend and profits

76.1 Who may determine Dividends

- (a) Subject to any rights or restrictions attached to a class of Shares, the Company may pay Dividends as the Directors resolve but only out of profits of the Company.
- (b) The Directors may determine that a Dividend is payable on Shares and fix:
 - (i) the amount of the Dividend;
 - (ii) whether or not the Dividend is franked, the franking percentage and franking class;
 - (iii) the time for determining entitlements to the Dividend;
 - (iv) the time for the payment of the Dividend; and
 - (v) the method of payment of the Dividend.
- (c) At the discretion of the Directors, the method of payment of a Dividend may include any or all of the payment of cash, the issue of shares or other securities (whether in the Company or otherwise), the grant of options and the transfer of assets.
- (d) If the method of payment of a Dividend is or includes an issue or transfer of shares or other securities in a body corporate, each Member:
 - (i) if those shares or other securities are issued by the Company, agrees to accept those shares or other securities;
 - (ii) if those shares are in another body corporate, agrees to become a member of that body corporate; and
 - (iii) in the case of a transfer of those shares or other securities in another body corporate, appoints the Company and each Director as its agent to execute an instrument of transfer or other document required to transfer those shares or other securities to that Member.

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- (e) if the method of payment of a Dividend is or includes an issue of shares or other securities by the Company, then the Company will apply so much of its profits as is required to pay up the issue price of those shares or other securities to be issued.
- (f) A Dividend in respect of a Share must be paid to the person whose name is entered in the Register as the holder of that Share:
 - (i) where the Directors have fixed a time under Article 76.1(b)(iii), at that time; or
 - (ii) in any other case, on the date the Dividend is paid.

76.2 Dividends for different classes

The Directors may determine that Dividends be paid:

- (a) on Shares of one class but not another class; and
- (b) at different rates for different classes of Shares.

76.3 Dividends proportional to paid up capital

- (a) Subject to any rights or restrictions attached to a class of Shares, the person entitled to a Dividend on a Share is entitled to:
 - (i) if the Share is fully paid (whether the issue price of the Share was paid or credited or both), the entire Dividend; or
 - (ii) if the Share is partly paid, a proportion of that Dividend equal to the proportion which the amount paid (including amounts credited) on that Share is to the total amounts paid or payable (including amounts credited) on that Share (determined on the date on which the Register is closed for the purposes of payment or satisfaction of that Dividend).
- (b) Amounts paid in advance of a call on a Share are ignored when calculating the proportion under Article 76.3(a)(ii).

76.4 Effect of a transfer on Dividends

If a transfer of a Share is registered after the time determined for entitlements to a Dividend on that Share but before the Dividend is paid, the person transferring that Share is entitled to that Dividend.

76.5 No interest on Dividends

The Company is not required to pay any interest on a Dividend.

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76.6 Unpaid amounts

The Company may retain the whole or part of any Dividend on which the Company has a lien and apply that amount in total or part satisfaction of any amount secured by that lien.

76.7 Reserves from Profits

- (a) The Directors may, before resolving any Dividend, set aside out of the profits of the Company such sums as they think proper as reserves to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.
- (b) Pending any such application, the reserves may, at the discretion of the Directors, be used in the business of the Company or be invested in such investments as the Directors think fit.
- (c) The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as Dividends without transferring those profits to a reserve.

76.8 Capitalisation of profits

- (a) The Directors may capitalise any profits of the Company and distribute that capital to the Members, in the same proportions as the Members are entitled to a distribution by Dividend.
- (b) The Directors may fix the time for determining entitlements to a capitalisation of profits.
- (c) The Directors may decide to apply capital under Article 76.8(a) in either or both of the following ways:
 - (i) in paying up an amount unpaid on Shares already issued; and
 - (ii) in paying up in full any unissued Shares or other securities in the Company.
- (d) The Members must accept an application of capital under Article 76.8(c) in full satisfaction of their interests in that capital.

76.9 Distributions of assets

The Directors may settle any problem concerning a distribution under Article 76.8 in any way. This may include:

- (a) rounding amounts up or down to the nearest whole number;
- (b) ignoring fractions;

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- (c) valuing assets for distribution;
- (d) paying cash to any Member on the basis of that valuation; and
- (e) vesting assets in a trustee on trust for the Members entitled.

76.10 Dividend plans

- (a) The Directors may establish a dividend selection plan or bonus share plan on any terms, under which participants may elect in respect of all or part of their Shares:
 - (i) to receive a Dividend from the Company paid in whole or in part out of a particular fund or reserve or out of profits derived from a particular source; or
 - (ii) to forego a Dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.
- (b) The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a Dividend from the Company in subscribing for securities of the Company or a related body corporate of the Company.
- (c) The Directors may implement, amend, suspend or terminate a plan established under this Article 76.10.

This is an annexure A of 4 pages referred to in form 205, Notification of resolution.

Print Name: ROBERT K MOON

Capacity: SECRETARY

Signature: _____

Date: 23/7/2007