



- (1) The memorandum of association of the Company be and is amended by the adoption in its entirety of the Memorandum of Association set out in Table E as the new memorandum of association as per the Companies (Tables A to F) Regulations 1985 as amended, with the sole exceptions that

(i) The name of the company is United Artists Screen Entertainment (the "Company").

(ii) The Company's objects will remain as per the Memorandum of Association adopted by the Company on 17 August 1984, with an additional object "to carry on business as a general commercial company".

(iii) The Company's share capital is £22,250,000 divided into;

(a) 33,000,000 ordinary shares of £0.25 each;

(b) 7,000,000 ordinary shares of £1 each;

(c) 2,000,000 cumulative preference shares (6%) of £1 each; and

(d) 5,000,000 cumulative pre preference shares (4 5%) of £1 each.

- (2) The articles of association of the Company be and are amended by the adoption in their entirety of the Articles of Association set out in Table E as the new articles of association as per the Companies (Tables A to F) Regulations 1985 as amended, with the sole exceptions that.

(i) The Company's share capital is £22,250,000 divided into;

(a) 33,000,000 ordinary shares of £0 25 each,

(b) 7,000,000 ordinary shares of £1 each;

(c) 2,000,000 cumulative preference shares (6%) of £1 each; an

(d) 5,000,000 cumulative pre preference shares (4 5%) of £1 each

- (ii) If the directors of the Company so resolve either generally or for a specific purpose that the directors or members of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone, audio-visual linkage, or other communications equipment whereby all persons participating in a meeting can hear each other, then participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.