

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GRANADA GROUP PLC

(Passed 10/5) 2004)

At an Extraordinary General Meeting of the Company duly convened and held on 10/5/04 the following resolution was duly passed as a Special Resolution:

RESOLUTION

THAT the articles of association of the Company be and are hereby amended by inserting the following article to be numbered Article 142A:

"The directors may at their absolute discretion determine that any capital contribution received by the Company be credited to a non-distributable reserve of the Company. The Company shall be prohibited from distributing any such reserve."

Signed.....

Chairman of the Meeting



A17
COMPANIES HOUSE

A61KBUEL

0543
25/05/04