

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

GWR GROUP PLC
SPECIAL RESOLUTION



Company number: 715143

At an extraordinary general meeting of the above company, held on the 15th day of April 2005 at Classic FM House, 7 Swallow Place, London, W1B 2AG, the following special resolution was passed:

THAT:

for the purpose of giving effect to the scheme of arrangement dated 21 March 2005 (the **Scheme of Arrangement**) between the Company and the holders of the Scheme Shares (as defined in the Scheme of Arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof in its original form or subject to such modification, addition or condition approved or imposed by the Court:

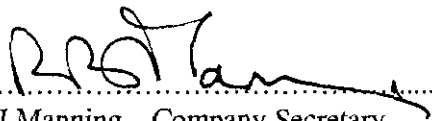
- (a) the Scheme of Arrangement be approved and the Directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme of Arrangement into effect;
- (b) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme of Arrangement);
- (c) subject to and forthwith upon the said reduction of capital (the **Reduction of Capital**) taking effect and notwithstanding anything to the contrary in the articles of association of the Company:
 - (i) the share capital of the Company be increased to its former amount by the creation of such number of ordinary shares of 5 pence each as shall be equal to the number of Scheme Shares cancelled pursuant to paragraph (b) above;
 - (ii) the reserve arising in the books of account of the Company as a result of the Reduction of Capital be capitalised and applied in paying up in full at par the new ordinary shares so created, such ordinary shares to be allotted and issued credited as fully paid to Capital Radio and/or its nominee(s); and
 - (iii) the Directors of the Company be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the new ordinary shares referred to in paragraph (c)(ii) of this resolution, provided that: (1) the maximum aggregate nominal amount of the shares which may be allotted under this authority shall be the aggregate nominal amount of the said new ordinary shares created pursuant to paragraph (c)(i) of this resolution; (2) this authority shall expire (unless previously revoked, varied or renewed) on 30 September 2006; and (3) this authority shall be in addition and without prejudice to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed;
- (d) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 172:

"Scheme of Arrangement

- (i) In this Article, the "Scheme" means the scheme of arrangement dated 21 March 2005, between the Company and the holders of its Scheme Shares (as defined in the Scheme) under section 425 of the Companies Act 1985 in its original form or with or subject to any modification, addition or

condition approved or imposed by the Court and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.

- (ii) Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to Capital Radio plc ("**Capital Radio**") or its nominee(s)) at or after the Voting Record Time and prior to 6.00 p.m. on the day before the date on which the Court confirms the reduction of capital provided for under the Scheme ("**Reduction of Capital**"), such shares shall be issued subject to the terms of the Scheme and the holders of such shares shall be bound by the Scheme accordingly.
- (iii) Subject to the Scheme becoming effective, if any Ordinary Shares are issued to any person (a "**New Member**") (other than under the Scheme or to Capital Radio or its nominee(s)) at or after 6.00 p.m. on the day before the date on which the Court confirms the Reduction of Capital (the "**Post-Scheme Shares**"), they will be immediately transferred to Capital Radio (or as it may direct) in consideration of and conditional on Capital Radio issuing or procuring the transfer to the New Member of such number of New Capital Radio Shares or Capital Radio Shares as that New Member would have been entitled to had each Ordinary Share transferred to Capital Radio hereunder been a Scheme Share at the Scheme Record Time, provided that no New Member shall be entitled to a fraction of a New Capital Radio Share or Capital Radio Share or any cash sum in lieu thereof and entitlements shall be rounded down to the nearest whole number of New Capital Radio Shares or Capital Radio Shares.
- (iv) On any reorganisation of, or material alteration to, the share capital of the Company or Capital Radio (including, without limitation, any subdivision and/or consolidation), the number of New Capital Radio Shares to be issued under paragraph (iii) of this Article shall be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration.
- (v) To give effect to any transfer required by paragraph (iii) above, the Company may appoint any person as attorney for the New Member to transfer the Post-Scheme Shares to Capital Radio and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Post-Scheme Shares in Capital Radio or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as Capital Radio may direct. If an attorney is so appointed, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of Capital Radio) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by Capital Radio. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares."



RDJ Manning – Company Secretary
15 April 2005