

Number of Company: 1311784

**MINUTES OF THE ANNUAL GENERAL MEETING OF
VIRGIN BROADCASTING LIMITED
HELD AT 120 CAMPDEN HILL ROAD, LONDON W8 7AR
ON 29 MARCH 1999**

1. THAT the Company hereby elects, pursuant to Section 252 of the Companies Act 1985 (the "Act"), to dispense with the laying of accounts and reports before the Company in General Meeting.
2. THAT the Company hereby elects, pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings.
3. THAT the Company hereby elects, pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
4. THAT while the election made in resolution 3 above remains in force, the remuneration of the Auditors shall be fixed by the directors.

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Signed as a true and accurate record
Diana Legge
Company Secretary

