

Number of Company: 1394141

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Special Resolutions
pursuant to Section 378 Companies Act 1985

of Trans World Communications plc

Passed the 26th day of September 1991

At an extraordinary general meeting of the above named company, duly convened and held at Piccadilly House, 130 Broadway, Salford on the 26th day of September 1991, the following special resolution(s) were duly passed:

3. That £22,630,136 of the amount standing to the credit of the Company's Share Premium account be cancelled.

4. That, subject to the passing of resolutions 1 and 2 above, the Directors be empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 2 above, other than pursuant to the exercise of such authority in accordance with paragraph (i) of such Resolution, as if, in the following cases, sub-section 89 (1) of the Act did not apply:-

(i) the allotment of equity securities in connection with an offer of equity securities, open for acceptance for a period fixed or approved by the Directors, to holders of Ordinary Shares on the Register on a fixed record date in proportion to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or overseas shareholders).

(ii) the allotment of equity securities otherwise than pursuant to (i) above up to an aggregate nominal amount of £195,103,

but provided

(a) that this power shall expire at the sooner of the close of the next Annual General Meeting, or 30 October 1992.

(b) the nominal amount of any securities should be taken to be, in the case of rights to subscribe for or convert any securities into shares of the company, the nominal amount of such shares which may be allotted pursuant to such rights;

(c) the Company may before such expiry make an offer or agreement thereunder which would or might require equity securities to be allotted after its expiry; and

(d) if the rights issue referred to in Resolution 2 above is not made the amount in (ii) above shall be £55,744.

5. THAT the Articles of Association of the Company be amended as follows:

1. by renumbering Article 13 of the Articles of Association of the Company as Article 12(3), and
2. by inclusion of the following as new Article 13:

13.1 Definitions

In this Article the following definitions apply:

- "the Act"
- the Broadcasting Act 1990 as amended, replaced or substituted together with derivative regulations or orders made from time to time;
- "the Authority"
- the Radio Authority;
- "Associate"
- (a) In relation to a body corporate, means a director of that body corporate or a body corporate which is a member of the same group as that body corporate; and
 - (b) in relation to an individual, the following persons shall be regarded as Associates of each other, namely:
 - (i) any individual and that individual's husband or wife and any relative, or husband or wife of a relative, of that individual or of that individual's husband or wife,
 - (ii) any individual and any body corporate of which that individual is a director;
 - (iii) any person in his capacity as trustee of a settlement and the settlor or grantor and any person associated with the settlor or grantor,
 - (iv) persons carrying on business in partnership and the husband or wife and relatives of any of them,
 - (v) any two or more persons acting together to secure or exercise control of a body corporate or other association or to secure control of any enterprise or assets,
- "control"
- (a) In relation to a body corporate, a person controls a body corporate if:
 - (i) he has a controlling interest in the body, or
 - (ii) (although not having such an interest in the body) he is able, by virtue of the holding of shares or the possession of voting power in or in relation to the body or any other body corporate, to secure that the affairs of the body are conducted in accordance with his wishes, or
 - (iii) he has the power, by virtue of any powers conferred by the articles of association or other document regulating the body or any other body corporate, to secure that the affairs of the body are so conducted,

and for this purpose a person has a controlling interest in a body corporate if he holds, or is beneficially entitled to, more than 50 per cent. of the equity share capital in that body, or possesses more than 50 per cent. of the voting power in it;

- (b) in relation to any body other than a body corporate means the power of a person to secure, by virtue of the rules governing that or any other body, that the affairs of the mentioned body are conducted in accordance with the wishes of that person,

"Disposal Notice"

- a notice served under the provisions of Article 13.4;

"group"

- for the purposes only of this Article 13 two bodies corporate shall be treated as members of the same group if;
 - (a) one of them is a body corporate of which the other is a subsidiary or
 - (b) both of them are subsidiaries of another body corporate where subsidiary has the meaning given by section 736 of the Companies Act 1985,

"interests"

- includes without limitation any interests attributed to a person by Schedule 2 of the Act,

"licence"

- a licence granted by the Authority for the provision of sound broadcasting services,

"the Licences"

- licences or any of them granted by the Authority to the Company or any subsidiary of the Company for the provision of a sound broadcasting service as specified in those licences;

"the London Stock Exchange"

- the International Stock Exchange of the United Kingdom and the Republic of Ireland Limited

"Participant"

- means any persons who holds or is beneficially entitled to shares in the Company or possesses or is entitled to exercise voting power in the Company whether alone or jointly with one or more persons and whether directly or through one or more nominees;

"Disqualifying Participant"

- a Participant who is disqualified from holding a licence under Part II of the Schedule;

"Regulated Participant"

- a Participant who is a person
 - (a) who is the holder of a licence for services as set out in Paragraph 1(2) and (3) of Part III of the Schedule or is connected with such a holder as defined by paragraph 8(2) of Part III of the Schedule, or
 - (b) who has a controlling interest in a body corporate regulated under Part IV of the Schedule; or
 - (c) who is interested in or a holder of licences and is regulated under Part V of the Schedule, or
 - (d) whose interest in the Company is regulated or controlled by the Authority or the Act

"person"

- an individual, partnership, combination or association of persons (whether or not incorporated), corporation or company (whether incorporated by Act of Parliament or otherwise) including any group of companies

"relative"

- brother, sister, uncle, aunt, nephew, niece, lineal ancestor or descendant (the stepchild or illegitimate child or any person, or anyone adopted by a person whether legally or otherwise, as his child, being regarded as a relative or taken into account to trace a relationship in the same way as that person's child) and references to a wife or husband shall include a former wife or husband or a reputed wife or husband.

"Required Disposal"

- the disposal by a Regulated or Disqualifying Participant of shares in the Company pursuant to Article 13.6;

"Relevant Member"

- a member in respect of whose holding of any shares in the Company a Disqualifying Participant or Regulated Participant has an interest;

"the Schedule"

- Schedule 2 of the Act together with any order or regulations made under the powers of the Secretary of State granted by that Schedule;

13.2 Requirement for disclosure of relevant information

The Board may from time to time and at any time give notice to

- (i) any member of the Company,
- (ii) any person who has control of any member of the Company and on which member or members notice under (i) above is also given

requiring such member or person to provide such information (insofar as such information relates to a person other than the member or person upon whom the notice has been served, being to the best of his knowledge and belief) and evidence (supported if the Board so requires by a statutory declaration) as the Board may consider necessary for the purposes of determining whether or not

- (a) the member is or is likely to be a party to an agreement or arrangement (whether legally enforceable or not) whereby any of the shares held by that member are to be voted in accordance with some other person's instructions whether given directly or indirectly; or
- (b) (i) the member or person or persons having control of the member is an Associate of any other member or members, or
- (ii) persons having control of the member or other members or any other person who has an interest in any shares in the Company held by the member or person having control of such member is a body which is or would be a Disqualifying Participant

and, whether any of such persons is a Participant with more than a 5 per cent. interest (as defined in the Schedule) in the Company; or

- (c) If and to what extent such member or any person having control of such member (or any other person who has an interest in any shares in the Company held by the member) is a Regulated Participant, or
- (d) such member, any person having control of such member, or any other person who has an interest in any shares held by the member or person having control of the member, is subject to any circumstances whatever which might cause the Authority to revoke or decline to renew or extend the licence or grant or consent to the transfer of any new licence,

13.3 Failure to Provide Information

If the recipient of a notice served under 13.2 above has not furnished the information and/or evidence requested within a reasonable period (not being less than fourteen days from the date of service of the notice) or the information or evidence provided is in the opinion of the Board insufficient or unsatisfactory for the purposes of determining the matters referred to in 13.2 above, the Board may serve upon such person (and, if not a member, upon the member in whose holding of shares in the Company such person is interested or who is controlled by such person) a further notice calling upon him within fourteen days of service of the notice to provide the Board with sufficient information and evidence to determine such matters, including notice of the consequence of failure to provide such information and evidence under Article 13.2

13.4 Disposals

- (i) If the Board has reasonable grounds for believing that by reason of any interest in shares in the Company of a Disqualifying Participant or Disqualifying Participants that the Company is or has become a disqualified person within the meaning of Part II of the Schedule then the Board shall serve a Disposal Notice on each such Disqualifying Participant whose interest in such shares has caused the Company to become a disqualified person and, if different, on the Relevant Members
- (ii) If the Board, having consulted with the Authority, has reasonable grounds for believing that by reason of any interest of any Regulated Participant in shares in the Company the Authority would revoke, decline to renew or not grant or extend the licence or any licence which the Authority would otherwise grant to the Company or any subsidiary or subsidiary undertaking of the Company then the Board shall be entitled (but shall not be so obliged) to serve a Disposal Notice on the Regulated Participant or, if different, the Relevant Member or Members whose participation has given rise to such circumstances
- (iii) Where more than one Participant has given rise to the circumstances referred to in (i) or (ii) above (together referred to as "the Disqualifying Circumstance") then the Board shall be entitled to serve Disposal Notices on such Participants and on the Relevant Members (if different) by specifying the number of shares to be disposed of by each such Participant and which, in particular, need not be pro rata amongst the Participants required to dispose of shares
- (iv) If by reason of a disposal of a part of the interest in shares of the Company of a Participant or, if different, the Relevant Member, the Disqualifying Circumstance would be remedied, the Disposal Notice shall specify such minimum number of shares as would be required to remedy such Disqualifying Circumstance

13.5 Disposal Notices

- (a) Each Disposal Notice shall

- (i) state the grounds for its service,
- (ii) specify in general terms the grounds for the Board's determination,
- (iii) refer to cessation of voting rights as set out in Article 14.3,
- (iv) require the disposal of all the shares in the Company in which the Participant, or if different, the Relevant Member is interested (or such lesser number of such shares as is specified in the Disposal Notice as the case may be) within a specified period (not exceeding more than twenty-one days from service of the Disposal Notice) either through the market or, if not through the market, to such person as shall have been notified to the Board upon not less than seven days' prior notice

- (b) The Board shall withdraw a Disposal Notice at any time if it is satisfied (either by the Participant and Relevant Member being entitled at any time prior to a disposal taking place under Article 13.5(a) or its representations to the Board) that the Company has ceased to be a disqualified person or that the circumstances referred to in 13.4 do not or will no longer apply

13.6 Disposals

- 13.6.1 If a Disposal Notice is not complied with by the Participant or, if different, the Relevant Member and has not been withdrawn, the Board shall, so far as it is able, dispose of the shares specified in the Disposal Notice on behalf of the Relevant Member at the best price reasonably obtainable in all the circumstances and shall give written notice of such disposal to the persons on whom the Disposal Notice was served

13.6 2, Such a disposal shall be completed as soon after 28 days from service of the Disposal Notice as may in the opinion of the Board be practicable and consistent with obtaining the best price reasonably obtainable and in any event within sixty days from service of the Disposal Notice, provided:

- (a) that no such a disposal shall be made during any period when dealings by the Directors in the Company's shares are not permitted either by law or by regulations of the London Stock Exchange and the running of the said period of sixty days shall be suspended, for so long as such dealings are not permitted, and
- (b) that neither the Company nor the Directors shall be liable to any holder, any person having an interest in any share or any other person for failing to obtain the best price on a disposal made within the said period so long as the Board acts in good faith

13.6 3 For the purposes of effecting any such disposal, the Board may authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of the Relevant Member and may issue a new certificate to the purchaser. The net proceeds of such disposal shall be received by the Company, whose receipt shall be a good discharge for the purchase money, and shall be paid (without any interest being payable thereon) to the former holder upon surrender by him of the certificate in respect of the shares sold and formerly held by him

13.7 Board Determination

13.7.1 The Board may determine that any person is a Disqualifying Participant if it reasonably and in good faith believes that the person is a Disqualifying Participant and has an interest, or has agreed to acquire an interest, in five per cent. or more of the shares of the Company (notwithstanding that the Company has not been supplied with a declaration or other evidence establishing to its satisfaction that such person is a Disqualifying Participant) until such time as the Board is satisfied that such is not the case

13.7.2 Any determination of the Board under the provisions of this Article shall be final and conclusive, but without prejudice to the power of the Board subsequently to vary or revoke such determination

13.8 Notices

13.8.1 The Board shall not be obliged to serve any Disposal Notice under Article 13.4 upon any person if the Board does not know his identity or his address provided that it has first served a copy of the Disposal Notice upon the Relevant Member in relation to whose holding of shares in the Company the Disposal Notice has been issued. The absence of service of such a notice in such circumstances and any accidental error in, or failure to give, any notice to any person upon whom notice is required to be served under the foregoing shall not prevent the implementation of or invalidate any procedure thereunder

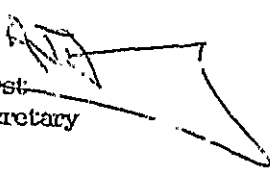
13.8.2 Any notice to be served under Article 13.2 or Article 13.4 upon a person who is not a member shall be deemed validly served if sent through the post to that person at an address at which the Board reasonably believes him at that time to be resident or carrying on business or in the case of a company at its registered office. Any such notice shall be deemed served on the second business day following the day on which it was put in the post and, in proving service, it shall be sufficient to prove that the notice was properly addressed, stamped and put in the post

13.9 Disqualification from Voting

13.9.1 Any member who has pursuant to Article 13.5 been served with a further notice by the Board requiring him to furnish the Board with information and/or evidence or further information and/or further evidence and who does not furnish such information or evidence within fourteen days after the service of such further notice shall not, with effect from the expiration of such period of fourteen days and until information or evidence is furnished to the satisfaction of the Board, be entitled to receive notice of or to attend or vote at any general meeting of the Company or any meeting of the holders of voting shares (other than in respect of such of the shares held by such member as it shall have been established to the satisfaction of the Board are not shares of which the Board may require disposal pursuant to the provisions of Article 13.4)

13.9 2 Any member who has been served with a Disposal Notice shall not, with effect from the date of service of the Disposal Notice be entitled to receive notice of, or to attend or vote at, any general meeting of the Company or any meeting of the holders of voting shares in respect of such number of shares as he shall have been required to dispose of pursuant to such notice.

Certified as true copy of the resolutions passed at the above referred to Extraordinary General Meeting.


A.J. Dewhurst
Company Secretary