

BEGGARS BANQUET COMMUNICATIONS LIMITED

(Company Number 1414045)

Notice of the passing of a SPECIAL RESOLUTION

Special Resolution

1. That the existing 'A' Ordinary Shares of £1 each in the capital of the Company be redesignated and divided into 988 'A' Ordinary Shares of £1 each and two 'C' Preferred Shares of £1 each having respectively the rights set out below.
2. That the 100 'A' Ordinary Shares of £1 each in the capital of the Company which have been issued and fully paid be converted into 98 'A' Ordinary Shares and two 'C' Preferred Shares.
3. That the Articles of Association of the Company be amended by adding a new Article 5c:
 - 3.1 The capital of the Company as at the adoption of this Article is £2,000.00 divided 998 'A' Ordinary Shares of £1 each and 1,000 'B' Ordinary Shares of £1 each and two 'C' Preferred Shares of £1 each
 - 3.2 The 'C' Ordinary Shares shall have the following rights:
 - 3.2.1 the right to receive on the liquidation or sale of the Company the Preferred Sum (as defined in paragraph 4.1 below) in priority to any other distribution of assets of the Company in the liquidation or sale to holders of any other class of shares;
 - 3.2.2 no right to vote at any meeting of the Company other than at a meeting of the holders of 'C' Preferred Shares on a resolution to amend the rights attaching to the 'C' Preferred Shares, in which event each 'C' Preferred Share shall carry one vote at such meeting;
 - 3.2.3 no right to a dividend or other distribution (other than on a liquidation or sale) of the Company unless a majority of the votes attached to the 'A'



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Ordinary Shares then in issue are cast in favour of such a dividend or distribution at a General Meeting of the Company

3.2.4 no rights other than those set out above.

4. In paragraph 3 above:


4.1 "the Preferred Sum" shall mean the sum of Five Hundred Thousand Pounds per share adjusted by the factor by which the RPI (as defined below) at the date of liquidation or sale of the Company shall have increased (if at all) from the RPI as at the 6th day of November 1997;

4.2 "RPI" shall mean the index of retail prices published from time to time by H M Government or such other reasonable calculation of price information as may be appropriate in the event H M Government ceases to publish the RPI

5. The rights attaching to the 'C' Preferred Shares shall not be amended unless a majority of the votes attaching to the 'A' Ordinary Shares and 'C' Preferred Shares then in issue are cast in favour of a resolution to amend those rights at a special meeting of the holders of shares of that class called for that purpose.

Dated the 6th day of November 1997

SIGNED on behalf of the Board:


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