

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No. 02311 of 1997

Mr. Registrar Buckley

Wednesday the 11th of June, 1997

IN THE MATTER OF SKY TELEVISION LIMITED

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

ORDER

UPON THE PETITION of the above-named Sky Television Limited (the "Company") whose registered office is situate at Grant Way, Isleworth, Middlesex, TW7 5QD on 8th May, 1997 preferred unto this Court

AND UPON HEARING Counsel for the Company

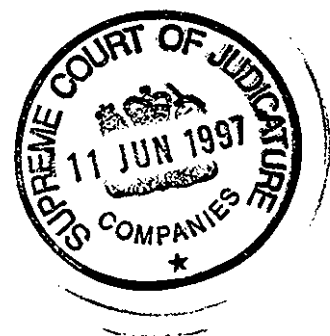
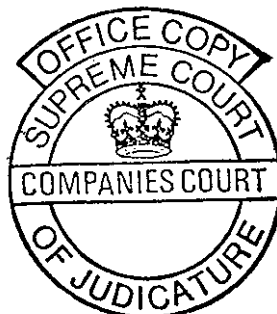
AND UPON READING the said Petition and the evidence

THIS COURT ORDERS that the reduction of the capital of the Company from £651,432,000 to £25,000,000 resolved on and effected by a Written Resolution duly agreed to on 7th May, 1997 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND THE COURT HEREBY APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute

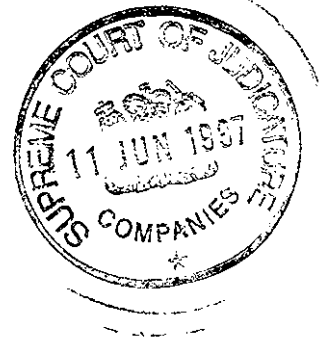
AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in "The Times" newspaper within 21 days after such registration.



SCHEDULE

THE MINUTE

"The capital of Sky Television Limited was by virtue of a Written Resolution of the Company and with the sanction of an Order of the High Court of Justice dated 11th June, 1997 reduced from £651,432,000 divided into 25,000,000 Ordinary Shares of £1 each and 626,432,000 Preference Shares of £1 each to £25,000,000 divided into 25,000,000 Ordinary Shares of £1 each. At the date of registration of this Minute, 13,376,982 Ordinary Shares of £1 each have been issued and are deemed to be fully paid-up and none of the remainder has been issued."



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1985

ORDER

**Herbert Smith,
Exchange House,
Primrose Street,
London, EC2A 2HS
Ref: 147/C413**

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Solicitors for the above-named Company