

Number of Company: 1518707

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
RESOLUTION

- of -

SKY TELEVISION PLC

(passed on 2nd June 1994)

At an Extraordinary General Meeting of the Company held at 6 Centaurs Business Park, Grant Way, Isleworth, Middlesex TW7 5QD on 2nd June 1994 the following resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (1) the Company be re-registered as a private company pursuant to Section 53 of the Companies Act 1985;
- (2) pursuant to paragraph (1) of this resolution, the following alterations be made to the Memorandum of Association of the Company, such alterations to take effect upon the issue by the Registrar of Companies of a certificate of incorporation appropriate to a private company:
 - (a) the name of the Company be changed to Sky Television Limited;
 - (b) the Memorandum of Association be further altered by removing the clause referring to the Company being a public company, and by re-numbering the subsequent clauses accordingly.


CHAIRMAN



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ED2 RECEIPT DATE: 03/06/94