

Company No: 1518707

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SKY TELEVISION LIMITED

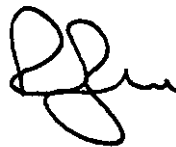
Effected pursuant to Section 381A of the Companies Act 1985 (as amended)

IT WAS RESOLVED THAT:

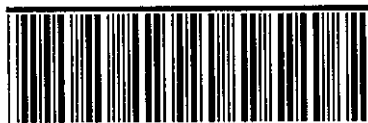
the share capital of the Company be reduced by cancelling and extinguishing all of the 0.0001% Preference Shares of £1 each in the capital of the Company (whether issued or unissued).

We, the undersigned, being the holders of all of the 0.0001% preference shares of £1 each in the capital of the Company hereby approve, sanction and consent to the passing of this resolution and consent to each and every variation or abrogation of the rights attaching to those shares as will or may be involved in or effected by the passing of this resolution.

SIGNED for and on behalf)
of BRITISH SKY)
BROADCASTING GROUP)
PLC by its duly authorised)
Corporate Representative)
Richard Brooke)



Dated 7th May, 1997



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COMPANIES HOUSE 17/05/97