

Company No: 1934366

The Companies Act 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTIONS

of

PARAMOUNT P.L.C.

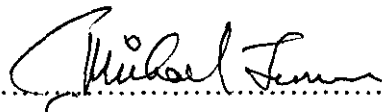
Passed 15 January 2001

At the separate class meeting of the holders of cumulative second convertible redeemable preference shares of £1 each in the capital of the Company duly convened and held on 15 January 2001 the following resolutions were duly passed as extraordinary resolutions:-

EXTRAORDINARY RESOLUTIONS

1. That this separate class meeting of the holders of Cumulative Convertible Preference Shares hereby consents to and sanctions:
 - 1.1 the passing as a special resolution of the resolution numbered 1 set out in the notice convening an extraordinary general meeting of the Company ("the EGM Notice") for 15 January 2001 (a print of which Notice is comprised in the same document as contains the Notice convening this meeting); and
 - 1.2 each and every modification, variation or abrogation and/or deemed modification, variation, abrogation or surrender of the special rights and privileges attached to the Cumulative Convertible Preference Shares which will or may be involved or effected by the passing and carrying into effect of such resolution.
2. That this separate class meeting of the holders of Cumulative Convertible Preference Shares hereby consents to and sanctions:
 - 2.1 the passing as a special resolution of the resolution numbered 2 set out in the EGM Notice; and
 - 2.2 each and every modification, variation or abrogation and/or deemed modification, variation, abrogation or surrender of the special rights and privileges attached to the

Cumulative Convertible Preference Shares which will or may be involved or effected by the passing and carrying into effect of such resolution.

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Chairman