**Company No: 1934366** 

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PARAMOUNT P.L.C.

At the annual general meeting of the company duly convened and held on 2 August 2001 the following resolutions were duly passed respectively as ordinary and special resolutions:-

Passed 2 August 2001

## **ORDINARY RESOLUTION**

7. That the directors of the company be and are hereby generally and unconditionally authorised to exercise all the powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £446,686 provided that this authority unless renewed shall expire at the close of the next Annual General Meeting of the company, save that the company may before such expiry make any offer, agreement or arrangement which would or might require relevant securities to be allotted after such expiry and the directors of the company may allot the relevant securities in pursuance of such offer or agreement or other arrangements as if the authority conferred hereby had not expired, this authority to replace any previous authority under section 80 of the Act which is hereby revoked with immediate effect.

## SPECIAL RESOLUTIONS

- 8. That:-
  - (a) subject to and conditional upon the passing of resolution 7 above, the directors of the company be and they are hereby empowered pursuant to section 95(1) of the Act (as defined in resolution 1 above) to allot pursuant to the authority

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granted by resolution 1 above equity securities (as defined for the purposes of section 95 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:

- (i) the allotment of equity securities in connection with a relevant rights issue; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £67,002; and

unless previously renewed, revoked or varied such power shall expire at the close of the next Annual General Meeting of the company, save that the company may before such expiry make an offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors of the company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired;

- (b) For the purposes of this resolution:
- (i) "relevant rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors of the company to holders on the register on a fixed record date of ordinary shares in the company in proportion (or as nearly as may be practicable) to their respective holdings but subject in any case to such exclusions or other arrangements as the directors of the company may deem necessary or desirable to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory; and
- (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the company, the nominal amount of such shares which may be allotted pursuant to such rights.

Director and Secretary

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