

Company No: 1934366

The Companies Act 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PARAMOUNT P.L.C.

Passed 2 August 2001

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:-

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

