

Company No: 1934366

The Companies Act 1985 and 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**EXTRAORDINARY RESOLUTION**

of

**PARAMOUNT P.L.C.**

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**Passed 15 January 2001**

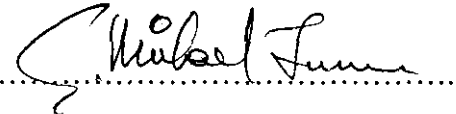
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At the separate class meeting of the holders of limited voting redeemable preference shares of £1 each in the capital of the Company duly convened and held on 15 January 2001 the following resolution was duly passed as an extraordinary resolution:-

**EXTRAORDINARY RESOLUTION**

That this separate class meeting of the holders of Convertible Preference Shares hereby consents to and sanctions:

- (i) 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
- (ii) each and every modification, variation or abrogation and/or deemed modification, variation, abrogation or surrender of the special rights and privileges attached to the Convertible Preference Shares which will or may be involved or effected by the passing and carrying into effect of such resolution.



Chairman