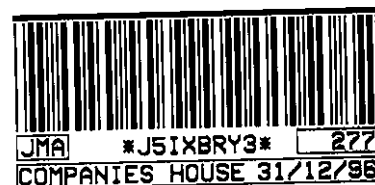


Company No. 1934366

THE COMPANIES ACT 1985



PUBLIC
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
AND
SPECIAL RESOLUTION
OF
PARAMOUNT PLC

At the Annual General Meeting of the above named Company duly convened and held at Dennis House, Marsden Street, Manchester M2 1JD on 31 December 1996 the following resolutions were duly passed as an Ordinary Resolution and a Special Resolution as specifically designated below:

Ordinary Resolution

THAT, in addition and without prejudice to the authority in the terms set out in resolution numbered 1 in the notice of an extraordinary general meeting of the Company to be held on 23 December 1996 but otherwise in substitution for any other existing such authorities, pursuant to section 80(1) of the Companies Act 1985 ("the Act"), the directors of the Company be and they are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Act) up to an aggregate nominal amount of £987,500, 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.

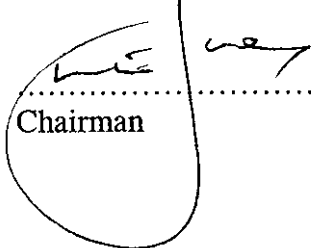
Special Resolution

THAT:

- (a) subject to and conditional upon the passing of the resolution above, the directors of the Company be and they are hereby empowered pursuant to section 95(1) of the Act (as defined in the resolution above) to allot pursuant to the authority granted by the resolution 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 £148,125 and unless previously renewed, revoked or varied such power shall expire at the close of the next Annual General Meeting of the Company (or, if sooner, at the expiration of 15 months after the passing of this resolution), 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 and/or to holders on the register on a fixed record date of cumulative second convertible redeemable

preference shares of £1 each in the capital of the Company and/or to holders on the register on a fixed record date of convertible redeemable preference shares of £1 each in the capital of the Company (the entitlements of the holders of each such class of preference shares pursuant to such offer being determined by reference to the ordinary shares each such class of preference shares shall be deemed to have been converted into on such record date as contemplated by Article 4 of the Company's Articles of Association) in proportion (or as nearly as may be practicable) to their respective holdings or deemed holdings (as the case may be) but subject in any such 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

- (ii) 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.


.....
Chairman