

Company Number: 2243048

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
OF
THE IMAGE FACILITY LIMITED

DATED 21 NOVEMBER 1994

Pursuant to Section 381A of the Companies Act 1985 (as incorporated by Section 113 of the Companies Act 1989) we being the sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as a written Special Resolution of the Company:-

SPECIAL RESOLUTION

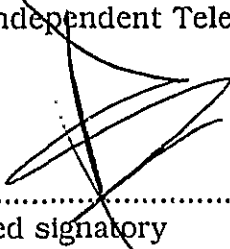
THAT the Memorandum and Articles of Association be amended by the deletion of Clause 92 and the insertion of the following Clause 92 in its place:-

"92. Subject to the provisions of the Articles, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors present in person or by alternate shall constitute a quorum, unless only one Director is in office, whereupon resolutions may be passed by the sole Director. Any Director may participate in a Board Meeting by means of a conference telephone or similar communications equipment whereby all persons participating can hear each other so participating and in such circumstances such participations shall be deemed to constitute presence in person at such Board Meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum accordingly. Such a Board Meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chairman of the Meeting then is. Questions arising at any such Meeting shall be determined by a majority of



votes provided however that the Director(s) appointed pursuant to Article 83 or his alternate present at any meeting of the Board shall on all matters considered and voted on and decided at such meeting of the Board have one more vote than the combined votes of the other Directors of the Company present at the meeting. In case of an equality of votes the Chairman shall have a second or casting vote. One Director may, and the Secretary shall at the request of a Director, at any time summon a Meeting of the Directors. Notice of a Meeting of the Directors given to a Director at an address in the United Kingdom notified by him shall constitute notice to him of the Meeting notwithstanding that he is not in the United Kingdom at the time such notice is given."

For and on behalf of
Central Independent Television plc

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, positioned above a dotted line.

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Authorised signatory